

## **EXPLANATORY NOTE**

Pursuant to the OTC Pink® Basic Disclosure Guidelines (the “OTC Requirements”), federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide adequate current information to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created certain OTC Requirements.

On January 16, 2014, Domain Media Corp. (the “Company”) filed its Form 10 (10-12G) with the Securities and Exchange Commission. On April, 21, 2014, the Form 10 was deemed effective, which necessitated the Company’s continued compliance under the Exchange Act. Due to funding constraints, the Company’s last filing under the Exchange Act was its 10-Q for the fiscal third quarter ended March 31, 2015, after which the Company was not able to continue its audit requirement for the 10-K for its fiscal years ended June 30, 2015 and 2016. However, the Company is complying with the OTC Requirements until such time that it can re-engage an auditor under the requirements of the Exchange Act. To comply with such OTC Requirements, the Company has undertaken to conform its financial reporting in substantially the same format as required under the Exchange Act, although such filings will not be filed on Edgar with the SEC, but on the OTC Markets Group site only at this time.

The material difference with this report that has been conformed to a Form 10-K is that the financial statements herein are unaudited and, therefore, are not prefaced with an Independent Auditor’s Report. Instead, the financial statements are prefaced with an Issuer Certification as required under the OTC Requirements.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended June 30, 2016

or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 000-555130



**DOMAIN MEDIA CORP.**

(Exact name of Registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**4960 S. Gilbert Road, Suite 1-477**

**Chandler, Arizona 85226**

(Address of principal executive offices - Zip Code)

Registrant's telephone number, including area code: **(480) 659-4907**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, par value \$0.0001**

Indicate by check mark if the Registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.  
Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  
Yes ☐ No ☒

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405

of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☐ No ☒

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  
Yes ☐ No ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one): Yes ☒ No ☐

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☒

Indicate by check mark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Act).  
Yes No ☒

The aggregate market value of the common stock held by non-affiliates of the Registrant was approximately zero as of the end of the Registrant's fiscal year (based on the fact that there was no market for the Company's common stock on the OTC Markets as of June 30, 2016). For purposes of this disclosure, shares of common stock held or controlled by executive officers and directors of the Registrant and by persons who hold more than 5% of the outstanding shares of common stock have been treated as shares held by affiliates. However, such treatment should not be construed as an admission that any such person is an "affiliate" of the Registrant. The Registrant has no non-voting common equity.

As of December 22, 2016 there were 31,198,000 shares of the Registrant's common stock outstanding.

**DOMAIN MEDIA CORP.**

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## PART I

### FORWARD-LOOKING STATEMENTS

This report includes forward-looking statements within the meaning of Section 27A of the Securities Act (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We have based these statements on our beliefs and assumptions, based on information currently available to us. These forward-looking statements are subject to risks and uncertainties. Forward-looking statements include the information concerning our possible or assumed future results of operations, our total market opportunity and our business plans and objectives set forth under the sections entitled "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Forward-looking statements are not guarantees of performance. Our future results and requirements may differ materially from those described in the forward-looking statements. Many of the factors that will determine these results and requirements are beyond our control. In addition to the risks and uncertainties discussed in "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," investors should consider those discussed under "Risk Factors."

These forward-looking statements speak only as of the date of this report. We do not intend to update or revise any forward-looking statements to reflect changes in our business, anticipated results of our operations, strategy or planned capital expenditures, or to reflect the occurrence of unanticipated events.

### ITEM 1. BUSINESS

#### *Corporate Overview*

We were incorporated under the laws of the State of Nevada on June 14, 2013. We issued 5,000,000 shares of our common stock to Mr. Kern at inception in exchange for organizational services rendered incurred upon incorporation. Following our formation, we issued 20,000,000 shares of our common stock to our founder, Chris Kern for the acquisition of Domain Media, LLC from Mr. Kern, including all of its websites and domain names on July 10, 2013, in addition to the assumption of approximately \$315,000 due to him in the form of convertible notes. On August 5, 2013, we acquired the assets of The Enthusiast Online Network, Inc. ("EON"), which consisted of approximately 100 domain names and 40 media properties principally covering the automotive sector from Agile Opportunity Fund and issued 3,333,000 common shares as consideration for the EON assets. As of June 30, 2016, we had one employee, our founder and president, Mr. Kern, and several part-time consultants. For the foreseeable future, Mr. Kern will devote his full time and attention of approximately forty hours a week to us but may increase the number of hours as necessary.

We currently have approximately 800 domain names, 70 active websites, each of which requires updating and improvement, and approximately 40 websites acquired from EON that were dormant and have all been re-launched. The domain names we own are focused on specific market verticals or channels that encompass industries such as automotive, health and wellness, travel and leisure, sports and entertainment, as well as business services and financial services. We intend to further develop and deliver niche based content where our target audience can connect with our website, the community it is associated with, and interact to obtain useful and entertaining information.

We also offer business-to-business based marketing, lead generation and sponsored market research services that are marketed through various websites. These services are provided on an as ordered basis and are customized to each respective client's needs. In addition, we launched an e-commerce store, which sells highly specialized electronics products for security and surveillance.

As used in this Annual Report, prepared in a format similar to a Form 10-K, and unless otherwise indicated, the terms "we", "us", "our", or the "Company" refer to Domain Media Corp. and its wholly-owned subsidiary, Domain Media, LLC. Unless otherwise specified, all dollar amounts are expressed in United States dollars.

## *Industry Overview*

Digital advertising revenue in the U.S. is growing at impressive rates, and surpassed television sales a full year earlier than expected. Following are the respective historical and projected annual revenues in the U.S. for digital advertising for the years 2014 - 2019:

- 2014: \$46.69 billion
- 2015: \$58.12 billion
- 2016: \$67.09 billion
- 2017: \$75.44 billion
- 2018: \$84.44 billion
- 2019: \$93.70 billion

(source: eMarketer)

This represents an increase of 15.5% year-over-year. In addition, certain subsectors of the digital media advertising market, such as social media, have experienced compounded average annual growth rates for the past three years in excess of 35%.

In total, digital advertising sales are now a \$190 billion business world-wide and is expected to reach \$260 billion by 2020. But even as marketers flock towards digital ads on huge web platforms, their target audience is leaving them behind for smaller, more focused communities. eMarketer recently reported that highly focused digital display ads are taking market share away from search engine based ads, and are anticipated to grow to \$32.2 billion in 2016 versus \$26.2 billion in 2015, an annual increase of 23%.

Digital advertising can also be divided another way – by the type of ad that is served. Display ads such as banners or videos are typically how news organizations make much of their digital revenue (The other main type of digital advertising, search ads that appear next to keyword searches, is the domain of search companies like Google.). Display ad spending overall, which includes mobile display, grew 27% in 2015 to \$26.8 billion, modestly more than the 20% growth in 2014.

There are multiple ways to further break down display ad spending. We consider two here: by platform (mobile versus desktop) and by type of display ad (banner ads versus video ads). We look first at platform distribution. Just as mobile exceeded desktop digital spending overall, spending on mobile display ads in 2015 exceeded spending on desktop display – by \$5.4 billion. This was spurred by a large 67% rate of growth in mobile display ad spending alongside a 6% decrease in desktop display spending.

When it comes to the types of display ad, banner ads – the often rectangular display ads that are embedded into webpages – still account for the largest segment of the market. Total banner display ad spending grew 13% to about \$12 billion in 2015 and accounts for 44% of total display ad spending. Nonetheless, this share has decreased over time, as spending increased more rapidly on other formats, particularly video.

Video advertising spending increased 46% to \$7.7 billion in 2015 and now accounts for 29% of all display ad spending. Video ads are a fast-growing display ad format, second only to rich media in rate of growth. Rich media ads (ads that interact instantly when the user's mouse passes over it or use advanced technology like streaming video) increased 50% in 2015 to \$5.6 billion and made up 21% of display ad spending.

These trends are expected to continue for the next several years in addition to higher increases also being attributed to mobile advertising's breakneck growth providing evidence that marketers are recognizing the tremendous power of mobility and smaller screens. Digital video is also on a strong positive growth trajectory, delivering dynamic content, highly loyal viewers, and incredible brand building opportunities.

## *Business Overview*

Through our owned and operated digital media network of industry focused websites, we provide an online venue for individuals (as consumers or business people) to meet, learn and/or share with their like minded peers, which also

serves as a platform for businesses to connect with these highly targeted audiences to improve their engagement with them. The Company has its own content management platform, which currently supports over 40 websites, primarily consisting of our automotive channel, and utilizes other third party content management system such as Wordpress to manage its other websites. The Company provides these unique capabilities to monetize content efficiently across multiple marketing channels, including mobile, video and online display advertising. We provide Internet-based search, focused media content, and advertising services that facilitate access to the specific market verticals that we participate in as well as marketing, lead generation and market research services.

On August 5, 2013, we acquired specified assets of The Enthusiast Online Network, Inc. (“EON”), which consists of approximately 100 domain names and 40 media properties principally covering the automotive sector. In accordance with Financial Accounting Standards Board (“FASB”) ASC Topic 805, *Business Combinations*, the Company has determined this transaction to be a purchase of assets and not a business combination.

The Company currently operates in two general business units – 1) Owned and operated (“O&O”) websites, and 2) Business Services. Our O&O websites include approximately 800 domain names and 70 active websites, each of which requires updating and improvement. Our portfolio of O&O websites also includes approximately 40 websites that we acquired from EON that were re-launched. Each one of our websites typically focuses on specific market verticals such as health and wellness, automotive, and travel and leisure, and are slated for additional development to deliver engaging niche based content where our target audience can further interact within the community it is associated with, and exchange and share their ideas, opinions and insights. The websites associated with EON are principally automotive related and include sites such as FordTruckWorld.com, ChevyTruckWorld.com, and ModernVette.com. In addition, we operate an ecommerce store, TheSpyCamStore.com, which sells highly specialized electronics products for security, monitoring, surveillance, and counter surveillance. The Company will commence various marketing campaigns in order to attract additional people to visit our O&O sites to increase the amount of business and commerce that is conducted on them in order for us to generate additional revenue.

Our business services unit offers a variety of services to help companies improve their presence on the Internet, generate more leads and sales, and to optimize their online business strategy. We offer search engine optimization (SEO), lead generation, email marketing and sponsored content development services geared towards early growth stage companies to lower middle market businesses. We currently offer our business services through two websites which include ScottsdaleSEOPro.net, LeadBistro.com, in addition to our corporate website DomainMediaCorp.com. Our business services are provided on an as ordered basis and are customized to each respective client’s needs, which may include a single or combination of any of the services listed above.

The Company currently is comprised of Chris Kern, its founder, President, CEO, one director, Mr. Allan Sabo, and six advisors, all which provide services to the company on a limited basis. Each one of our advisors and board members has been compensated with 80,000 shares and 150,000 shares per year of common stock in the Company, respectively. In addition, our advisors and board members may be compensated for their time and additional services as independent consultants, paid from corporate funds. In addition, we hire and outsource work to a number of consultants, or through networks such as Elance or UpWork, on a per-project or as needed basis for website development, technical support, database management, content development, and the like. There are no agreements with any consulting firms at this time related to website development, technical services, or database management. Utilizing outsourcing networks such as Elance or UpWork requires its users to agree to their terms of service and terms of use which are found on their website and accepted when signing up for their respective services.

The Company anticipates needing to hire more people either on a full-time basis, or additional consultants on an as needed basis. Based upon the availability of a budget, we will bring on new personnel to the Company (both full-time, part-time, and outsourced) to extend the development efforts of our O&O websites to enhance their functionality, as well as for marketing, generating traffic to our websites and to help implement additional channels of revenue. Based upon our experience and the recent development efforts that have taken place on a limited budget during the past nine months, we believe that we will be able to continue the development and enhancement of our O&O websites and expand our business services unit, even on a limited budget.

Our current principal sources of revenue include:

- Pay per click (PPC) advertising from providers;

- Lead generation where we receive a commission for sending users of our websites to third party providers who complete an inquiry form or provide an email submission as a qualified lead;
- Affiliate revenue from various companies, usually offered through an affiliate network such as ClickBank, Commission Junction, MaxBounty, or the like whereby we receive a commission for sales of products or services that occur from traffic that we originate that is directed to their site;
- Product sales through our ecommerce stores; and
- Business services - include lead generation, SEO services, and sponsored content development. These services are typically provided in a consulting capacity on a per project basis.

Each of the services described above can be found in any one of our specific O&O websites either on a singular basis or in any combination of the other services listed above.

We anticipate that the Company will also incorporate additional forms of revenue in the near future. These include:

- Directory listing whereby local companies and service providers pay to have a premium listing on one of our professional industry or service specific websites;
- Membership based subscriptions to a specific website that provides unique content, information and/or resources;
- Sponsorship and direct advertisers that advertise on one or several of our O&O websites; and
- Content licensing and syndication.

In addition, while we have generated revenue from sales of domain names during the year ended June 30, 2016 and may continue to generate revenue from domain name sales from time-to-time, we do not consider that to be a primary focus for our business in the future. While we have a growing integrated media network, our business and O&O websites fall into four specific categories that depict their purpose and focus:

- Communities - such as FordTruckWorld.com, ModernVette.com and HarleyZone.com;
- Business Services - which can be found at ScottsdaleSEOPro.net;
- Lead Generation/Affiliate Marketing – which include sites such as KidsReadBetter.net, FatLossFoodPlans.com, and LeadBistro.com; and
- E-Commerce – product based sales at sites like TheSpyCamStore.com.

The principal focus of the sectors that we participate in include five main channels or brands, which we believe to be the most prevalent sectors to pursue online, all of which have strong growing markets, are highly fragmented industries, are considered long term sustainable evergreen markets, and provide the Company with a unique opportunity to be a leading publisher and provider of integrated media and related services:

- Automotive
- Health & Wellness
- Travel & Leisure
- Sports & Entertainment
- Business & Financial Services

The Company has diligently planned to have a diversified business by selecting not only multiple industries and sectors to participate in, but to also include a wide array of revenue channels to produce sales as outlined above. We believe this methodology enables us to minimize the risk of participating in only one industry, and only one or two revenue channels. By creating the diversity in our business model, we believe this enables us to capture a wider base of opportunities that can also be cross marketed and collateralized throughout our network to the other industries and channels in our lineup. This also provides us with a stronger platform for business growth and building long term sustainability.

The Company is in the early stages of growth and currently relies upon a handful of clients and/or affiliate networks to generate its revenue. As of June 30, 2016, we had a small number of clients that generated the vast majority of our revenue. In the instance where we produce revenue from an affiliate network such as Amazon, Clickbank or MaxBounty, there is an agreement of terms that all affiliates agree to when signing up to utilize their network. While

these agreements are material to our business in that it permits us to utilize their networks and generate sales from them, there are a multitude of other companies that we can obtain similar affiliate agreements within a very short timeframe. In the case where the Company has business services clients, there are agreements or proposals that have been accepted that outline the general terms and conditions that have been agreed to, with additional billings and business typically conducted on a per project and/or per order basis.

### *Competition*

The online content and media market we participate in is new, rapidly evolving and intensely competitive. Competition is expected to intensify in the future as more companies enter the space. We compete for business on a number of factors including return on marketing investment, price per click or per thousand users to our websites, access to targeted audiences and the quality of our content. Our principal competitors in this space include Internet media companies such as IAC/InterActiveCorp, Demand Media, Active Interest Media, Say Media, Vox Media, and Internet Brands, as well as numerous websites and blogs managed by individuals and small businesses that focus on particular areas of consumer interest.

### *Business Development*

Our business development efforts are focused on four main areas. The first is signing content providers or creators to provide content on our network for further syndication and monetization deals. The second is signing direct advertisers on our network and platform and to increase advertising demand. The third area of focus is to drive additional traffic and improve conversions for O&O affiliate marketing and lead generation focused sites. The fourth area of focus is on obtaining new accounts for our business services group where we deliver a variety of services including lead generation, content marketing, search engine optimization (SEO), and digital media consulting services. We expect all areas of our business development activities to grow in 2016 as we move toward stabilization of our platform and business processes, the implementation of various marketing and advertising campaigns, and the expansion of our technical capabilities.

### *Employees*

We currently have 1 employee, and hire several consultants and outsource our work on an as needed and per project basis.

### *Advisory Board Members*

The Advisory Board of the Company currently consists of six members. Our Advisory Board members each have received 80,000 restricted common shares of the Company which vest over a period of one year from the date of issue. As of June 30, 2016, our Advisory Board consists of the following people:

**Michael Sawtell** – Mr. Sawtell was the former president and COO of Local.com, an Internet media advertising company focused on local businesses advertising and media placement needs. He is a specialist in operations optimization and leveraging technology, recently taking Local.com from \$77 million in revenue to over \$100 million in revenue run rate in three years, and dramatically improving revenue per employee from approximately \$325,000 to over \$1,000,000 in the same three-year period.

**Richard Egan** – Mr. Egan has been a senior editor and community manager for some of the leading websites in the world as well as with large well-known publishers and media companies such as Ziff Davis. He provides direction and support as it relates to our social media strategy, acts as our community manager for one of our Facebook communities, as well as provides advice and insight relative to the Company's Internet media business.

**Bill Volhein** - Mr. Volhein has over 20 years of product development and leadership experience which includes developing and managing large scale website and software development projects such as the 2000 Olympics, the U.S. Department of Education, Magento, USWeb, and ClearVoice.

**Neil Reithinger (Eventus Advisory Group, LLC)** – Mr. Reithinger has previously been a public company CEO and CFO and is currently a CPA in good standing with the state of Arizona. Through his firm, Eventus Advisory Group,

LLC, he works on behalf of the Company as our outsourced CFO, controller and assists with our SEC financial reporting requirements and other filing needs. Pursuant to his extended work and commitment to the Company, on July 18, 2014, his firm was issued a total of 500,000 restricted common shares of the Company's stock, which vested over a period of one year. On June 20, 2016, we entered into a consulting agreement with Eventus Consulting, P.C for accounting services and financial consulting, compliance and reporting services for a one year term. Pursuant to this agreement, we agreed to issue 200,000 restricted shares of common stock, which were earned as of the date of the Agreement. As of the date of this filing, these shares have not been issued.

**David Lyons** – Mr. Lyons has over 25 years of executive leadership experience including 14 years as a C-level public company executive or board member, building a strong track record of growing companies both organically and through acquisition strategies. Mr. Lyons was the vice president of acquisitions of Expanets, Inc., which acquired 28 businesses in four years, creating a company with profitable aggregate revenues in excess of \$500 million. Since then, Mr. Lyons has held several senior executive and board member roles with a number of publicly traded and private companies, including NyCom, GoAmerica, and Kingstone Companies.

**Ronald Davies** – Mr. Davies is a long-standing Internet professional spanning a career of over 18 years. A decorated veteran of 23 years, Ron received numerous awards for innovation from the Canadian Federal Government and the Chief of Defense. Ron retired from a senior position in Department of National Defense Technical Training Systems, having worked with Army, Navy, and Air Force elements of numerous NATO countries. Ron started his first company in 1998, demonstrating his keen sense for innovation, this time in Internet marketing, by taking the company from a capitalization of \$1,000 to seven figures in sales within two years by developing the largest traffic exchange system in the world at the time, FreeHits.com.

#### *Description of Properties*

Our headquarters are located at 4960 South Gilbert Road, Suite 1-477, Chandler, AZ 85249, which are leased to us under a standard virtual office presence from November 15, 2016 through May 15, 2017 for a semi-annual cost of approximately \$200. Our website is [www.domainmediacorp.com](http://www.domainmediacorp.com) and our general contact email is [info@domainmediacorp.com](mailto:info@domainmediacorp.com).

#### *Intellectual Property*

We are reviewing various aspects of our technology platform in consideration of the potential to initially file provisional patents on our platform and two of our specialized programs that integrate with it. As of now, we have not filed any patent applications. Our intellectual property, consisting of trade secrets, and copyrights, are, in the aggregate, important to our business. Specifically, we rely on common law copyright protection with respect to the content contained on our website. We rely on a combination of trade secret, and copyright laws in the United States and other jurisdictions, together with confidentiality agreements and technical measures, to protect the confidentiality of our proprietary rights. We rely heavily on trade secret protection. To protect our trade secrets, we control access to our proprietary systems and technology and have entered into a confidentiality and invention assignment agreement with our sole employee and Chief Executive Officer, Chris Kern. In addition, because of the relatively high cost we would experience in registering all of our copyrights with the United States Copyright Office, we have not yet registered any copyrights associated with our website content with the United States Copyright Office.

On July 13, 2013, we entered into a Proprietary Information and Inventions Agreement with Chris J. Kern, our president. The agreement requires Mr. Kern to keep all proprietary information obtained by him during his employment with us and relating to our business in strict confidence. Additionally, during his term of employment, he agrees to assign any and all inventions derived by him relating to our business to us.

#### *Product & Service Development*

We are engaged in ongoing product and service development across our whole range of products and services. We intend to improve our customer-interfaces and refine our processes and capabilities of our platform, and the development and presentation of our content across our network. We regularly research new geographic markets, technology enhancements and related identity management concepts as part of standard business development and technology activities. We have not undertaken any material research and development activities in the course of

operating and improving our services through our own efforts and those of our consultants and outsourced technical staff, and anticipate that any material R&D that we do undertake will be subject to there being a budget and the financial resources available to do so.

## **ITEM 1A. RISK FACTORS**

The following important factors, and the important factors described elsewhere in this report or in our other filings with the SEC, could affect (and in some cases have affected) our results and could cause our results to be materially different from estimates or expectations. Other risks and uncertainties may also affect our results or operations adversely. The following and these other risks could materially and adversely affect our business, operations, results or financial condition.

An investment in the Company is highly speculative in nature and involves an extremely high degree of risk. A prospective investor should consider the possibility of the loss of the investor's entire investment and evaluate all information about us and the risk factors discussed below in relation to his financial circumstances before investing in our Company.

### *Risks Related to the Company's Operations*

**1. *The Company has limited financial resources. In previous reports, our auditors have expressed in the report of independent registered public accounting firm that there is substantial doubt about our ability to continue as a going concern.***

We are an early stage company and have limited financial resources. We had limited cash on hand of \$4,308 and stockholders' deficit of \$190,603 at June 30, 2016. No assurances can be given that we will generate sufficient revenue, achieve a profit, or obtain necessary financing to continue as a going concern.

**2. *We have little cash on hand and will not be able to continue to operate unless revenues increase or we raise additional funds.***

As of June 30, 2016, we had cash on hand of approximately 4,308. In the past two fiscal years, we have had limited cash and were not able to adequately fund our daily operations or maintain our compliance with the Securities Exchange Act of 1934. On December 30, 2015, we received funding from an accredited investor under a convertible loan and were able to again fund our daily operations. At our currently monthly burn rate of \$1,100, our cash reserves will run out in approximately 4 months or October 2016. In order to prevent this, we will need to either increase revenues or raise funds to continue to operate and implement our business model. Neither of these objectives may be achievable. If we are unable to accomplish either or both, we will likely have to discontinue operations. In addition, we will require approximately \$50,000 to \$90,000 to fund our operations for the next twelve months. If we are unable to increase our revenues or raise funds to fulfill our operating budget, we will likely have to discontinue operations.

**3. *Because we are an early stage company, we face a high risk of business failure.***

We were formed in June 2013, and our subsidiary company Domain Media, LLC was formed in April 2006. All of our efforts to date have related to developing our business plan and beginning business activities, including the acquisition, re-development and indexing of domain names and websites to build out and extend the potential reach of our network. Due to our limited cash flows, we face a high risk of business failure.

**4. *Most of our competitors, which include companies and websites such as Demand Media, Say Media and Active Interest Media, have significantly greater financial and marketing resources than do we.***

Most of our competitors, many of which include companies and websites such as Demand Media, Say Media, Active Interest Media, and Internet Brands, have significantly greater financial and marketing resources than do we. These companies have sophisticated websites and the ability to advertise in a wide variety of media, including television. We will principally depend on the business contacts of our president, utilizing various marketing channels online, and by word of mouth. There are no assurances that our approach will be successful.

**5. *We will continue to be completely dependent on the services of our founder and president, Chris J. Kern, the loss of whose services may cause our business operations to be severely impacted or may cease, and we will need to engage and retain qualified employees and consultants to further implement our strategy.***

DMC's operations and business strategy are completely dependent upon the knowledge and business connections of Mr. Kern. He is under no contractual obligation to remain employed by us. If he should choose to leave us for any reason or if he becomes ill and is unable to work for an extended period of time before we have hired additional personnel, our operations will have a high probability in failing. Even if we are able to find additional personnel, it is uncertain whether we could find someone who could develop our business along the lines described herein. There is a high degree of risk that the business will be adversely affected or fail without the services of Mr. Kern or an appropriate replacement(s).

We intend to acquire key-man life insurance on the life of Mr. Kern naming us as the beneficiary when and if we obtain the resources to do so and if he is insurable. We have not yet procured such insurance, and there is no guarantee that we will be able to obtain such insurance in the future. Accordingly, it is important that we are able to attract, motivate and retain highly qualified and talented personnel and independent contractors.

**6. *We will be dependent on various industry and news/media content suppliers.***

Our financial prospects will be dependent upon the acquisition, utilization and sale of various industry specific media-related services. Media consumption, including the attendance of related conferences, reading materials, and paid-for content, is dependent on personal discretionary spending levels. In addition, unforeseen events beyond our control, such as a breakdown in certain industries or sectors that are not in favor, the lack of newsworthy stories and events taking place in any related the industry sectors that we cover, also may adversely affect our business and results of operations.

**7. *Fluctuations in our financial results make quarterly comparisons and financial forecasting difficult.***

Our revenues and operating results are likely to vary significantly from quarter to quarter because our industry experiences fluctuations, which reflect personal sentiment and interest for the media, marketing and related services offered by the Company. We believe that traditional media consumption in the United States and Europe are higher in the fourth and first calendar quarters of the year as consumers are inside more, and tend to take fewer vacations and travel less in the colder fall and winter months, as opposed to the spring and summer months. In the second and third quarters of the calendar year, demand for online media consumption and online sales in general in the United States and Europe generally declines as people are on vacation, travel more, and spend more time outside.

Because of these fluctuations and uncertainties, our operating results may not meet the expectations of investors. If this happens, the trading price of our common stock, if and when we become a publicly traded company, would almost certainly be materially adversely affected.

**8. *Our business could be negatively affected by changes in search engine algorithms and dynamics or termination of traffic-generating arrangements.***

We will utilize Internet search engines and other media related demand aggregation websites, principally through the use of alternative energy and green tech-related keywords to generate traffic to our websites. Search engines such as Google frequently update and change the logic which determines the placement and display of results of a user's search, such that the placement of links to sites can be negatively affected. In addition, we are likely to purchase web traffic from a number of sources, including some operated by our competitors, in the form of pay-per-click arrangements that can be terminated with little or no notice. If one or more of such arrangements is terminated, or if a major search engine, such as Google, changes its algorithms in a manner that negatively affects the search engine ranking of our websites or our third-party distribution partners or changes its pricing, operating or competitive dynamics in a negative manner, our business, results of operations and financial condition would be adversely affected.

**9. *Our success depends upon the continued commercial use of the Internet, and acceptance of online advertising as an alternative to offline advertising.***

The percentage of the advertising market allocated to online advertising lags the percentage of time spent by people consuming media online by a significant percentage. Growth in our business largely depends on this distinction between online and off-line advertising narrowing or being eliminated. This may not happen in a way or to the extent that we currently expect. Many advertisers still have limited experience with online advertising and may continue to devote significant portions of their advertising budgets to traditional, offline advertising media. Accordingly, assuming that we succeed in commencing revenue-producing operations, we anticipate competing for advertising dollars with traditional media, including print publications, in addition to websites with higher levels of traffic. We believe that the continued growth and acceptance of online advertising generally will depend on its perceived effectiveness and the acceptance of related advertising models, and the continued growth in commercial use of the Internet, among other factors. Assuming that we succeed in commencing revenue-producing operations, any lack of growth in the market for various online advertising models could have an adverse effect on our business, financial condition and results of operations.

**10. *Current questionable activities in the pay-per-click market may have an adverse affect on our business.***

We understand that some firms that pay fees on a pay-per-click basis for marketing have found that some companies have used technologies that generate large numbers of questionable or phony clicks. In the industry, this is known as "click laundering." If this trend continues or is perceived to be getting worse, fewer companies may be willing to enter into pay-per-click arrangements.

**11. *Our business depends on our ability to maintain and scale the network infrastructure necessary to operate our platforms and websites, and any significant disruption in service on our platforms and websites could result in a loss of advertisers, clients, or members.***

Members and users access our services through our platforms and websites. Our reputation and ability to acquire, retain and serve our clients, members and users are dependent upon the reliable performance of our platforms and websites and the underlying network infrastructure. As our client base and audience continues to grow, we will need an increasing amount of network capacity and computing power. We have spent and expect to continue to spend substantial amounts for data centers and equipment and related network infrastructure to handle the traffic on our platforms and websites. The operation of these systems is expensive and complex and could result in operational failures. In the event that our client base or the amount of traffic on our platforms and applications grows more quickly than anticipated, we may be required to incur significant additional costs. Interruptions in these systems, regardless of the cause, could affect the security or availability of our platforms and websites, and prevent our publishers and advertisers from accessing our services. Our network infrastructure is hosted by third-party providers. Any disruption in these services or any failure of these providers to handle existing or increased traffic could significantly harm our business. Any financial or other difficulties these providers face may adversely affect our business, and we exercise little control over these providers, which increases our vulnerability to problems with the services they provide. If we do not maintain or expand our network infrastructure successfully or if we experience operational failures, we could lose current and potential publishers and clients, which could harm our operating results and financial condition.

**12. *If the security measures for our systems are breached, or if our products or services are subject to attacks that degrade or deny the ability of administrators, developers, users and customers to maintain or access them, our systems, products and services may be perceived as not being secure. If any such events occur, users, customers, advertisers and publishers may curtail or stop using our products and services, and we may incur significant legal and financial exposure, all of which could have a negative impact on our business, financial condition and results of operations.***

Some of our systems, products and services involve the storage and transmission of information regarding our users, customers, and our advertising and publishing partners, and security breaches could expose us to a risk of loss of this information, litigation, and potential liability. Our security measures may be breached due to the actions of outside parties, employee error, malfeasance, or otherwise, and, as a result, an unauthorized party may obtain access to this information. Additionally, outside parties may attempt to fraudulently induce employees, users, or customers to disclose sensitive information in order to gain access to our systems and the stored data therein. Any such breach or unauthorized access could result in legal and financial exposure, damage to our reputation, and a loss of confidence in the security of our systems, products and services that could potentially have an adverse effect on our business, results of operations and financial condition.

**13. *We depend upon our sole officer, and if we are not able to retain him or recruit additional qualified personnel, the commercialization of our product candidates and any future tests that we develop could be delayed or negatively impacted.***

Our success is largely dependent upon the continued contributions of our sole officer and our current key employee, Mr. Chris Kern, Chief Executive Officer. Our success also depends in part on our ability to attract and retain highly qualified technical, commercial and administrative personnel. In order to pursue our business strategies, we will need to attract and hire, or engage as consultants, additional personnel with specialized experience in a number of disciplines. There is intense competition for personnel in the fields in which we operate. If we are unable to attract new employees and retain existing employees, the development and commercialization of our product candidates could be delayed or negatively impacted.

**14. *There are significant potential conflicts of interest.***

Our key personnel are and will be required to commit time to our affairs and, accordingly, these individual(s) (particularly our president) may have conflicts of interest in allocating management time among various business activities. In the course of other business activities, certain key personnel (particularly our president) may become aware of business opportunities which may be appropriate for presentation to us, as well as the other entities with which they are affiliated. As such, there may be conflicts of interest in determining to which entity a particular business opportunity should be presented. Mr. Kern works as an independent consultant and provides business development and advisory services to his clients. He is paid in any combination of a retainer fee, per project, or consulting fees depending upon the particular project, scope of work, or terms of advisory engagement. Mr. Kern allocates his time towards projects where he can derive an income on a consistent basis. Because Mr. Kern is currently not receiving compensation from the Company for his services on an ongoing basis, he may at times devote a significant amount of his time and attention on his consulting business rather than on the Company's business.

In an effort to resolve such potential conflicts of interest, we have entered into a written agreement with Mr. Kern specifying that any business opportunities that he may become aware of independently or directly through his association with us (as opposed to disclosure to him of such business opportunities by management or consultants associated with other entities) would be presented by him solely to us. We cannot provide assurances that our efforts to eliminate the potential impact of conflicts of interest will be effective.

**15. *As we are subject to the periodic reporting requirements of Section 12 of the Exchange Act, we will be required to incur audit fees and legal fees in connection with the preparation of such reports. These additional costs could reduce or eliminate our ability to earn a profit.***

We are required to file periodic reports with the SEC pursuant to Section 12 of the Exchange Act and the rules and regulations promulgated thereunder. In order to comply with these requirements, we have had to retain an independent registered public accounting firm, whether it is our current independent auditor or not, which will have to review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel will have to review and assist in the preparation of such reports. The costs charged by these professionals for such services cannot be accurately predicted at this time because factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a major affect on the amount of time to be spent by our auditors and attorneys. However, the incurrence of such costs will obviously be an expense to our operations and thus have a negative effect on our ability to meet our overhead requirements and earn a profit. We may be exposed to potential risks resulting from any new requirements under Section 404 of the Sarbanes-Oxley Act of 2002. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly.

**16. *Our internal controls are inadequate, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public.***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the principal executive

and principal financial officer and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and/or directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Our internal controls are inadequate or ineffective, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision and will pose additional risk upon the Company.

***17. The costs of being a public company could result in us being unable to continue as a going concern.***

We are subject to periodic reporting requirements as a public company, and we will have to comply with numerous financial reporting and legal requirements, including those pertaining to audits and internal control. The costs of this compliance could be significant. If our revenues are insufficient, and/or we cannot satisfy many of these costs through the issuance of our shares or a financing, we may be unable to satisfy these costs in the normal course of business which would result in our being unable to continue as a going concern.

***18. Having only three directors limits our ability to establish effective independent corporate governance procedures and increases the control of our president.***

We have only three directors, two of which are independent directors. Accordingly, we cannot establish board committees comprised of independent members to oversee functions like compensation or audit issues. Until we have a larger board of directors that would include some independent members, if ever, there will be limited oversight of our president's decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

*Risks Related to Our Common Stock*

***19. Shareholders may be diluted significantly through our efforts to obtain financing and satisfy obligations through the issuance of additional shares of our common stock.***

We have no committed source of financing. Wherever possible, our board of directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the authorized (100,000,000 shares) but unissued shares. In addition, if a trading market develops for our common stock, we may attempt to raise capital by selling shares of our common stock, possibly at a discount to the then-prevailing market. These actions will result in dilution of the ownership interests of existing shareholders and may further dilute the common stock book value, and that dilution may be material.

Furthermore, our founder and president, Mr. Kern, owns convertible notes in the Company, directly and through his affiliated companies, having a current estimated face value of \$300,000, which may be converted to common shares of the Company at any time at his discretion. The conversion price of said convertible notes is \$0.04 per share which may create substantial dilution to the shareholders of the Company. If these convertible notes are converted by our president, he will obtain an additional 7,500,000 shares of common stock in the Company.

**20. *Our articles of incorporation provide for indemnification of officers and directors at our expense and limit their liability that may result in a major cost to us and hurt the interests of our shareholders because corporate resources may be expended for the benefit of officers and/or directors.***

Our Articles of Incorporation at Article XI provide for indemnification as follows: "No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer: (i) for acts or omissions which involve intentional misconduct, fraud or knowing violation of law; or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of an Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification."

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with our activities, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

**21. *Currently, there is no established public market for our securities, and there can be no assurances that any established public market will ever develop or that our common stock will be quoted for trading and, even if quoted, it is likely to be subject to significant price fluctuations.***

As of the date of this filing, there has not been any established trading market for our common stock, and there is currently no established public market whatsoever for our securities. A market-maker has agreed to file an application with FINRA on our behalf so as to be able to quote the shares of our common stock on the OTC Markets System commencing upon the submission and approval of our Form 211 under Rule 15c2-11, which is overseen by FINRA. On September 15, 2014, FINRA accepted our application and issued our trading symbol which is "DMDW". If and when the application is accepted, there can be no assurances as to whether:

- (i) any market for our shares will develop;
- (ii) the prices at which our common stock will trade; or
- (iii) the extent to which investor interest in us will lead to the development of an active, liquid trading market. Active trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors.

If we become able to have our shares of common stock quoted on the OTC Market System, we will then try, through a broker-dealer and/or a legal representative, to become eligible with the Depository Trust Company ("DTC") to permit our shares to trade electronically. If an issuer is not "DTC-eligible," then its shares cannot be electronically transferred between brokerage accounts. This means that the shares of a company can only be traded manually between accounts, which takes days and is not a realistic option for companies relying on broker dealers for stock transactions. While DTC-eligibility is not a requirement to trade on the OTC Market System, electronic trading is necessary to process trades on the OTC Market System if a company's stock is going to trade with significant volume and efficiency. There are no assurances that our shares will ever become DTC-eligible or, if they do, how long it will take.

In addition, because we are currently out of compliance under the Securities Exchange Act of 1934, our common stock is unlikely to be followed by any market analysts, and there may be few institutions acting as market makers for our common stock. Either of these factors could adversely affect the liquidity and trading price of our common stock. Until our common stock is fully distributed and an orderly market develops in our common stock, if ever, the price at which it trades is likely to fluctuate significantly. Prices for our common stock will be determined in the marketplace

and may be influenced by many factors, including the depth and liquidity of the market for shares of our common stock, developments affecting our business, including the impact of the factors referred to elsewhere in these Risk Factors, investor perception of us and general economic and market conditions. No assurances can be given that an orderly or liquid market will ever develop for the shares of our common stock.

Because of the anticipated low price of the securities being registered, many brokerage firms may not be willing to effect transactions in these securities. Purchasers of our securities should be aware that any market that develops in our stock will be subject to the penny stock restrictions.

**22. *Any market that develops in shares of our common stock will be subject to the penny stock regulations and restrictions pertaining to low priced stocks that will create a lack of liquidity and make trading difficult or impossible.***

The trading of our securities, if any, will be in the over-the-counter market which is commonly referred to as the “OTC”. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the price of our securities.

Broker-dealer practices in connection with transactions in “penny stocks” are regulated by penny stock rules adopted by the SEC. The term “penny stock” is defined in Exchange Act Rule 3a51-1 as, among other things, as having a price of less than \$5.00 per share as set forth in Exchange Act Rule 3a51-1(d). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market.

The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer’s presumed control over the market, and monthly account statements showing the market value of each penny stock held in the customer’s account. In addition, broker-dealers who sell these securities to persons other than established customers and “accredited investors” must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. Consequently, these requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security subject to the penny stock rules, and investors in our common stock may find it difficult to sell their shares.

Disclosure also has to be made about the risks of investing in penny stock in both public offerings and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Additionally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Because of these regulations, broker-dealers may not wish to engage in the above-referenced necessary paperwork and disclosures and/or may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of selling shareholders or other holders to sell their shares in any secondary market and have the effect of reducing the level of trading activity in any secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities, if and when our securities become publicly traded. In addition, the liquidity for our securities may decrease, with a corresponding decrease in the price of our securities. Our shares, in all probability, will be subject to such penny stock rules for the foreseeable future and our shareholders will in all likelihood find it difficult to sell their securities.

**23. *The market for penny stocks has experienced numerous frauds and abuses that could adversely impact investors in our stock.***

We believe that the market for penny stocks has suffered from patterns of fraud and abuse. Such patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;

- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by sales persons;
- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

**24. Any trading market that may develop may be restricted by virtue of state securities "Blue Sky" laws that prohibit trading absent compliance with individual state laws. These restrictions may make it difficult or impossible to sell shares in those states.**

There is currently no established public market for our common stock, and there can be no assurance that any established public market will develop in the foreseeable future. Transfer of our common stock may also be restricted under the securities or securities regulations laws promulgated by various states and foreign jurisdictions, commonly referred to as "Blue Sky" laws. Absent compliance with such individual state laws, our common stock may not be traded in such jurisdictions. Because the securities registered hereunder have not been registered for resale under the blue sky laws of any state, the holders of such shares and persons who desire to purchase them in any trading market that might develop in the future, should be aware that there may be significant state blue sky law restrictions upon the ability of investors to sell the securities and of purchasers to purchase the securities. These restrictions prohibit the secondary trading of our common stock.

**25. Our board of directors has the authority, without stockholder approval, to issue preferred stock with terms that may not be beneficial to common stockholders and with the ability to affect adversely stockholder voting power and perpetuate their control over us.**

Our articles of incorporation allow us to issue shares of preferred stock without any vote or further action by our stockholders. Our board of directors has the authority to fix and determine the relative rights and preferences of preferred stock. Our board of directors also has the authority to issue preferred stock without further stockholder approval, including large blocks of preferred stock. As a result, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders the preferred right to our assets upon liquidation, the right to receive dividend payments before dividends are distributed to the holders of common stock and the right to the redemption of the shares, together with a premium, prior to the redemption of our common stock.

**26. The ability of our president to control our business may limit or eliminate minority shareholders' ability to influence corporate affairs.**

Our president beneficially owns an aggregate of approximately 81% of our outstanding common stock assuming all shares currently owned in addition to the underlying shares pursuant to the convertible note. Because of his beneficial stock ownership, our president may be in a position to continue to elect our board of directors, influence all matters requiring stockholder approval and determine our policies. The interests of our president may differ from the interests of other shareholders with respect to the issuance of shares, business transactions with or sales to other companies, selection of officers and directors and other business decisions. The minority shareholders would have no way of overriding decisions made by our president. This level of control may also have an adverse impact on the market value of our shares because our president may institute or undertake transactions, policies or programs that may result in losses, may not take any steps to increase our visibility in the financial community and/or may sell sufficient numbers of shares to significantly decrease our price per share.

**27. All of our presently issued and outstanding common shares are restricted under rule 144 of the Securities Act, as amended. When the restriction on any or all of these shares is lifted, and the shares are sold in the open market, the price of our common stock could be adversely affected.**

All of the presently outstanding shares of common stock (31,398,000 shares) are "restricted securities" as defined under Rule 144 promulgated under the Securities Act and may only be sold pursuant to an effective registration statement or an exemption from registration, if available. Rule 144 provides that a person who is not an affiliate and

has held restricted securities for a prescribed period of at least six (6) months if purchased from a reporting issuer or twelve (12) months (as is the case herein) if purchased from a non-reporting Company, may, under certain conditions, sell all or any of his shares without volume limitation, in brokerage transactions. Affiliates, however, may not sell shares in excess of 1% of the Company's outstanding common stock each three months. As a result of revisions to Rule 144 which became effective on February 15, 2008, there is no limit on the amount of restricted securities that may be sold by a non-affiliate (i.e., a stockholder who has not been an officer, director or control person for at least 90 consecutive days) after the restricted securities have been held by the owner for the aforementioned prescribed period of time. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the common stock in any market that may develop.

The 31,398,000 issued and outstanding shares of our common stock are owned by our president (25,000,000), Agile Opportunity Fund (3,333,000), which recently issued 1,250,000 of its shares to an unaffiliated third party, thirteen independent unaffiliated investors (625,000), our two current board members (500,000) excluding our president, a former board member (300,000), and several professional services companies and advisors that have collectively received 1,640,000 shares of our common stock for services rendered, may be sold after the requisite Rule 144 holding periods have passed.

**28. *We do not expect to pay cash dividends in the foreseeable future.***

We have never paid cash dividends on our common stock. We do not expect to pay cash dividends on our common stock at any time in the foreseeable future. The future payment of dividends directly depends upon our future earnings, capital requirements, financial requirements and other factors that our board of directors will consider. Since we do not anticipate paying cash dividends on our common stock, return on your investment, if any, will depend solely on an increase, if any, in the market value of our common stock.

**29. *Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protection against interested director transactions, conflicts of interest and similar matters.***

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the Nasdaq Stock Market (as a result of Sarbanes-Oxley), require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities that are listed on those exchanges or the Nasdaq Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than legally required, we have not yet adopted these measures.

Because none of our directors are independent directors, we do not currently have independent audit or compensation committees. As a result, these directors have the ability, among other things, to determine their own level of compensation. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest, if any, and similar matters and investors may be reluctant to provide us with funds necessary to expand our operations.

We may find it very difficult or be unable to attract and retain qualified officers, directors and members of board committees required to provide for our effective management as a result of Sarbanes-Oxley Act of 2002. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of directors and executive officers. The perceived increased personal risk associated with these recent changes may make it more costly or deter qualified individuals from accepting these roles.

**30. *A sale of a substantial number of shares of our common stock may cause the price of our common stock to decline and may impair our ability to raise capital in the future.***

The market price of our common stock could decline as a result of sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur. In addition, these factors could make it more difficult for us to raise funds through future offerings of common stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

#### **ITEM 2. PROPERTIES**

As of June 30, 2014, the Company leased office space in Chandler, Arizona from the Company's President at no cost (\$0). The lease term is for a period of 3 years starting as of May 28, 2014 and having an expiration date of May 28, 2017. In addition, the Company signed a six year lease to establish a virtual presence from May 1, 2016 to November 1, 2016 for a semi-annual cost of approximately \$200, plus any additional fees that may be incurred for administrative services, located at 4960 S. Gilbert Road, Suite 1-477, Chandler, AZ 85249.

#### **ITEM 3. LEGAL PROCEEDINGS**

There are presently no other material pending legal proceedings to which the Company, any executive officer, any owner of record or beneficially of more than five percent of any class of voting securities is a party or as to which any of its property is subject, and no such proceedings are known to the Company to be threatened or contemplated against it.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

### **PART II**

#### **ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

##### *Market Information*

Our stock symbol is DMDW, but our stock is not quoted on any exchange as of the date of this filing. If and when our Form 211 under Rule 15c2-11 is approved, our trading market will be established on the OTC Pink, a quotation service that displays sale prices, and volume information for transactions with market makers in over-the-counter ("OTC") equity securities. All such quotations reflect inter-dealer prices, without retail mark-up, markdown or commissions and may not necessarily represent actual transactions. Trading in our common stock is limited and sporadic and there can be no assurance that any liquid trading market will develop or, if it does develop, that it can be maintained.

##### *Holders of Our Common Stock*

We currently have 308 stockholders of record as of December 22, 2016.

##### *Dividends*

We have not paid any dividends to date, and we have no intention of paying any cash dividends on our common stock in the foreseeable future. The declaration and payment of dividends is subject to the discretion of our Board of Directors and to certain limitations imposed under the Nevada Revised Statutes. The timing, amount and form of dividends, if any, will depend on, among other things, our results of operation, financial condition, cash requirements and other factors deemed relevant by our Board of Directors.

### *Issuances of Unregistered Securities*

On July 7, 2014, we issued 150,000 common shares to Mr. Allan Sabo for his appointment and services on our board of directors that he will render to the Company over a one-year period. These shares vest over one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting.

On August 8, 2014, we sold 5,000 shares of our common stock to an accredited investor in a non-brokered private placement, at a purchase price of \$0.10 per share for gross proceeds of \$500.

On September 30, 2014, we sold 50,000 shares of our common stock to two accredited investors in a non-brokered private placement, at a purchase price of \$0.10 per share for gross proceeds of \$5,000.

On April 10, 2015 we issued 150,000 common shares for consulting services to be rendered over one year. These shares vest over a period of one-year and were valued at \$0.10 per share at the time of issuance and consistent with the value of the stock over the period of vesting.

On June 1, 2015, we issued 80,000 common shares of our common stock to an advisory board member for services to be rendered over a period of one-year. Said shares shall vest over one-year period and carry a value of \$0.10 per share, consistent with the value of the stock over the period of vesting.

On July 7, 2015, we issued 150,000 common shares to Mr. Allan Sabo for his renewed appointment and services on our board of directors that he will render to the Company over a one-year period. These shares vest over one-year period and were valued at \$0.10 per share and is consistent with the value of the stock over the period of vesting.

During August, 2015, we sold 50,000 common shares of our common stock to three separate individual investors at a price of \$0.10 per share in a non-brokered private placement, for gross proceeds of \$5,000.

On December 30, 2015 we issued 50,000 common shares of the Company's common stock to the Ira J. Gaines Irrevocable Trust pursuant to the discounted convertible note financing it provided to Domain Media.

On January 26, 2016, we issued 150,000 common shares to Mr. Kurt Ohlson Sabo for his appointment and services on our board of directors that he will render to the Company over a one-year period. These shares vest over one-year period and were initially valued at \$0.10 per share.

On February 10, 2016, we issued 50,000 common shares of our common stock to a new advisory board member for services to be rendered over a period of one-year. Said shares shall vest over one-year period and carry an initial value of \$0.10 per share, consistent with the value of the stock over the period of vesting.

On March 28, 2016, we issued 50,000 common shares of the Company's common stock to Mr. Kurt Ohlson pursuant to his appointment and for services rendered as the Company's executive vice president, pursuant to an amended compensation agreement. Said shares are fully vested and valued at \$0.10 per share.

On June 20, 2016, we entered into a consulting agreement with Eventus Consulting, P.C for accounting services and financial consulting, compliance and reporting services for a one year term. Pursuant to this agreement, we agreed to issue 200,000 restricted shares of common stock, which were earned as of the date of the Agreement. As of the date of this filing, these shares have not been issued.

### **ITEM 6. SELECTED FINANCIAL DATA**

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### *Cautionary Notice Regarding Forward Looking Statements*

The information contained in Item 7 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results may materially differ from those projected in the forward-looking statements as a result of certain risks and uncertainties set forth in this report. Although management believes that the assumptions made and expectations reflected in the forward-looking statements are reasonable, there is no assurance that the underlying assumptions will, in fact, prove to be correct or that actual results will not be different from expectations expressed in this report.

We desire to take advantage of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. This filing contains a number of forward-looking statements that reflect management’s current views and expectations with respect to our business, strategies, products, future results and events, and financial performance. All statements made in this filing other than statements of historical fact, including statements addressing operating performance, clinical developments which management expects or anticipates will or may occur in the future, including statements related to our technology, market expectations, future revenues, financing alternatives, statements expressing general optimism about future operating results, and non-historical information, are forward looking statements. In particular, the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “may,” variations of such words, and similar expressions identify forward-looking statements, but are not the exclusive means of identifying such statements, and their absence does not mean that the statement is not forward-looking. These forward-looking statements are subject to certain risks and uncertainties, including those discussed below. Our actual results, performance or achievements could differ materially from historical results as well as those expressed in, anticipated, or implied by these forward-looking statements. We do not undertake any obligation to revise these forward-looking statements to reflect any future events or circumstances.

Readers should not place undue reliance on these forward-looking statements, which are based on management’s current expectations and projections about future events, are not guarantees of future performance, are subject to risks, uncertainties and assumptions (including those described below), and apply only as of the date of this filing. Our actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors which could cause or contribute to such differences include, but are not limited to, the risks to be discussed in this Annual Report on Form 10-K and in the press releases and other communications to shareholders issued by us from time to time which attempt to advise interested parties of the risks and factors which may affect our business. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

### *Use of Generally Accepted Accounting Principles (“GAAP”) Financial Measures*

We use United States GAAP financial measures in the section of this report captioned “Management’s Discussion and Analysis or Plan of Operation” (MD&A), unless otherwise noted. All of the GAAP financial measures used by us in this report relate to the inclusion of financial information. This discussion and analysis should be read in conjunction with our financial statements and the notes thereto included elsewhere in this annual report. All references to dollar amounts in this section are in United States dollars, unless expressly stated otherwise. Please see our “Risk Factors” for a list of our risk factors.

This subsection of MD&A provides an overview of the important factors that management focuses on in evaluating our businesses, financial condition and operating performance, our overall business strategy and our financial results for the periods covered.

## *Results of Operations*

### Comparison of the Twelve Months Ended June 30, 2016 and the Twelve Months Ended June 30, 2015

#### **Revenue**

For the year ended June 30, 2016, net revenue was \$20,553, as compared to \$53,293 for the year ended June 30, 2015, a decrease of \$32,740, or 61%. This decrease was primarily due to a decrease in new client origination, a decrease of PPC sales, and fewer domain names being sold.

#### **Operating Expenses**

For the year ended June 30, 2016, our operating expenses were \$91,480, as compared to \$191,893 for the year ended June 30, 2015, a decrease of \$100,413. The decrease was mainly due to a \$75,717 decrease in administrative expense, and a reduction of \$24,392 in sales and marketing related expenses. For the year ended June 30, 2016, interest expense increased to approximately \$49,903, as compared to \$23,320 for the year ended June 30, 2015, an increase of \$26,583 due to interest expense and amortization of debt discount related to convertible notes.

#### Net Loss

For the year ended June 30, 2016, our net loss was \$128,227, or \$(0.01) per share, as compared to a net loss of \$187,463, or \$(0.01) per share for the year ended June 30, 2015.

#### Liquidity and Capital Resources

As of June 30, 2016, we had approximately \$13,621 of total current assets of which \$7,315 was cash and receivables. We had total current liabilities of \$401,095, consisting of accounts payable and interest payable of \$44,622 and notes payable, net of debt discount, of \$356,474.

We currently have limited funds to pay our accounts payable and notes payable. Should one or more of our creditors seek or demand immediate payment in-full, we are not likely to have the resources to pay or satisfy any such claims. Thus, we face risk of defaulting on our obligations to our creditors with consequential legal and other costs adversely impact our ability to continue our existence.

During the year ended June 30, 2016, we raised \$5,000 in equity financing, however, this did not alleviate our current financial position, nor did it enable us to grow our current operations. For these and other reasons, we anticipate that unless we can obtain sufficient capital from an outside source and do so in the very near future, we may be unable to continue to operate, meet our goal of regaining our current filing obligation under the Securities Exchange Act of 1934, or otherwise satisfy our obligations to our employees, consultants and other various costs.

The Company has not compensated its sole employee, Mr. Chris Kern, since inception. Mr. Kern has an employment agreement that requires a base salary of approximately \$150,000 per year. Such salary shall not commence or be in effect until the Company meets various financing, revenue or change of control events. In addition, the executive is entitled to bonuses of 50% of his base salary based on various factors, as determined by the board. The obligation under this agreement could have a negative effect on the Company's operations.

For these and other reasons, our management recognizes the adverse difficulties and continuing severe challenges we face. Apart from the limited funds that we have received, there can be no assurance that we will receive any financing or funding from any source or if any financing should be obtained, that existing shareholders will not incur substantial, immediate, and permanent dilution of their existing investment.

#### *Going Concern*

The Company expects its current resources to be insufficient to fund its operations for the next 12 months unless additional financing is received. As of June 30, 2016, we had cash on hand of approximately \$4,300. At our currently monthly burn rate of \$1,100, our cash reserves are not sufficient to operate without further investment into the

Company. In order to prevent this, we will need to either increase revenues or raise funds to continue to operate and implement our business model. We will require approximately \$50,000 to \$90,000 to fund our operations for the next twelve months. If we are unable to increase revenues or raise funds to fulfill our operating budget, we will likely have to discontinue operations. Management has determined that additional capital will be required in the form of equity or debt securities. In addition, if we cannot raise additional short-term capital we will be forced to continue to further accrue liabilities due to our limited cash reserves. There are no assurances that management will be able to raise capital on terms acceptable to the Company. If we are unable to obtain sufficient amounts of additional capital, we may be required to reduce the scope of our planned development, which could harm our business, financial condition and operating results. If we obtain additional funds by selling any of our equity securities or by issuing common stock to pay current or future obligations, the percentage ownership of our stockholders will be reduced, stockholders may experience additional dilution, or the equity securities may have rights preferences or privileges senior to the common stock. If adequate funds are not available to us when needed on satisfactory terms, we may be required to cease operating or otherwise modify our business strategy.

As reflected in the accompanying consolidated financial statements, we had a net loss and net cash used in operations of (\$128,226) and (\$43,646), respectively, for the twelve months ended June 30, 2016.

Our ability to continue our operations is dependent on our plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company may require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all. In that event, the Company would be required to change its growth strategy and seek funding on that basis, if at all.

Although these financial statements are unaudited, it is likely that any independent registered public accounting firm would express substantial doubt about our ability to continue as a going concern. Our plan regarding these matters is to raise additional debt and/or equity financing to allow us the ability to cover our current cash flow requirements and meet our obligations as they become due. There can be no assurances that financing will be available or if available, that such financing will be available under favorable terms. In the event that we are unable to generate adequate revenues to cover expenses and cannot obtain additional financing in the near future, we may be forced to scale back operations and business objectives. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should we be unable to continue as a going concern.

#### *Factors Affecting Our Performance*

We believe that the growth of our business and our future success depend on various opportunities, challenges and other factors, including the following:

#### Investment in Growth

We are focusing on stabilizing our community content management system and infrastructure that supports our network of websites. Currently, that will require our platform to be upgraded and/or recoded to accommodate current technology integration capabilities, as well as be able to be optimized for mobile devices and video based content. We will also be developing new websites and website networks that are not on our community content management system, that have mobile and video capabilities, that enable us to scale those sites with user traffic, ad serving, and monetization. The combination of launching new sites with current third party technology and content management systems, such as Wordpress, while also undergoing the full upgrade of our existing community content management platform is part of our longer term stabilization plan. With this stabilization in place, we plan to invest in additional features and technology that will further differentiate us from our competition. We will continue to invest in the development of our platform and infrastructure, enhance our media offerings, and create additional solutions for the marketplace. The goal of these developments will be to maximize the market penetration across the various markets

that we participate in as well as the multiple streams of income. We also believe that as a publisher we will experience an increase in site performance, an increase user engagement and traffic on our network which is anticipated to create an overall increase in sales.

#### Technology Enhancements and Higher User Engagement & Satisfaction

We will continue to make improvements to our technology platform and website networks. We will be focusing our developing efforts in two main categories. The first being to increase performance of our network of websites with upgrading our content management system and developing our websites and content in a manner that utilizes best practices, supports all devices with a principal focus on mobile, and will add new features and functionality to broaden our offering online. The second will be focused on delivering our content on multiple channels and formats to engage our audiences wherever they are and in the format of their liking. This will include developing a multi-channel media network involving other third party social media platforms such as Twitter, Facebook, SnapChat, Tumblr, and other platforms where our targeted users can be easily found. This effort will include detailed planning and analysis of our users and target audience, how we can best provide and position our content to them, and where we can deliver the highest value to them in the most cost effective manner. Both of these efforts will have the primary goal of increasing our customer engagement and satisfaction and thus increased sales conversion opportunities.

#### Ability to Increase Penetration in All Channels and All Devices

Our future performance is dependent on our continued ability to penetrate and grow our revenue in the desktop, mobile and video channels. These revenues will come from both being a publisher driving ad inventory monetization and through direct agency and advertiser contracts, as well as through our native advertising, lead generation and affiliate marketing efforts. Video and mobile represent the fastest growing segments in the marketplace currently, and mobile device growth is eclipsing desktop growth. We are currently evaluating and testing different advertising formats with different types of content which will allow us to successfully identify the optimal approach to take regardless of which device they are on. We will be required to integrate and work with third party advertising networks and traffic exchanges to accommodate our access into and across these various media channels and devices.

#### Growth of TV to Digital Advertising and Content Monetization

TV advertising and content providers are looking to the digital marketplace for increased visibility and efficiency. We see a significant opportunity to bridge the gap between the legacy experience and what can be provided in the digital space. With the proposed launch of our new community content management platform and focused content networks and multi-channel approach, we will be uniquely positioned to deliver such a solution. This effort is not without significant risks and barriers but our focused media networks and integrated marketing will give us the reach and the platform to deliver the content and the advertising metrics that are lacking in many of today's solutions.

#### Seasonality

In the advertising industry, companies commonly experience seasonal fluctuations in revenue. For example, many advertisers allocate the largest portion of their budgets to the fourth quarter of the calendar year to coincide with increased holiday purchasing. As such, during the fourth quarter of the calendar year (the second quarter of our fiscal year) we anticipate that it will reflect our highest level of advertising activity, with the subsequent quarter likely to reflect the lowest level of such activity. However, being that the Company is not solely dependent upon advertising revenue, and we have multiple lines of business, we expect the overall affect of any seasonality will be minimized throughout the year. While we are still in our early growth stages, we expect our revenue to continue to fluctuate based on seasonal factors that affect the advertising industry as a whole, economic factors, and the time that it takes to ramp up new customers, accounts, and our website and community networks.

#### *Recently Adopted Accounting Pronouncements*

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. ASU 2014-15 defines management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this ASU are effective for the

annual period ending after December 15, 2016, and for annual periods and interim periods thereafter, although early adoption is permitted. This guidance is not expected to have an impact on the financial statements of the Company. If any event occurs in future periods that could affect our ability to continue as going concern, we will provide appropriate disclosures as required by ASU 2014-15.

#### *Newly Issued Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09 (ASU 2014-09) "Revenue from Contracts with Customers." ASU 2014-09 will supersede most current revenue recognition guidance, including industry-specific guidance. The underlying principle is that an entity will recognize revenue upon the transfer of goods or services to customers in an amount that the entity expects to be entitled to in exchange for those goods or services. The guidance provides a five- step analysis of transactions to determine when and how revenue is recognized. Other major provisions include capitalization of certain contract costs, consideration of the time value of money in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The guidance is effective for the interim and annual periods beginning on or after December 15, 2016 (early adoption is not permitted). The guidance permits the use of either a retrospective or cumulative effect transition method. On July 9, 2015, the FASB decided to delay the effective date of the new revenue standard by one year. The FASB also agreed to allow entities to choose to adopt the standard as of the original effective date. The Company is currently evaluating the impact of this standard.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. ASU 2014-15 defines management's responsibility to evaluate whether there is substantial doubt about an organization's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this ASU are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter, although early adoption is permitted. This guidance is not expected to have an impact on the financial statements of the Company. If any event occurs in future periods that could affect our ability to continue as going concern, we will provide appropriate disclosures as required by ASU 2014-15.

During November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes, which simplifies the presentation of deferred income taxes. ASU 2015-17 provides presentation requirements to classify deferred tax assets and liabilities as noncurrent in a classified statement of financial position. The standard is effective for fiscal years beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is permitted for any interim and annual financial statements that have not yet been issued. We early adopted ASU 2015-17 effective December 31, 2015 on a prospective basis. The adoption did not have a significant impact on the Company's consolidated financial position or results of operations.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. The pronouncement requires equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. ASU 2016-01 requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset, and eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost. These changes become effective for the Company's fiscal year beginning January 1, 2018. The expected adoption method of ASU 2016-01 is being evaluated by the Company and the adoption is not expected to have a significant impact on the Company's consolidated financial position or results of operations.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes the existing guidance for lease accounting, Leases (Topic 840). ASU 2016-02 requires lessees to recognize leases on their balance sheets, and leaves lessor accounting largely unchanged. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early application is permitted for all entities. ASU 2016-02 requires a modified retrospective approach for all leases existing at, or entered into after, the date of initial

application, with an option to elect to use certain transition relief. The Company is currently evaluating the impact of this new standard on its consolidated financial statements.

#### Other Recently Issued, but Not Yet Effective Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

#### *Critical Accounting Policies*

Our financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States (“GAAP”). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenues and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statements.

Our significant accounting policies are summarized in Note 1 of our financial statements. While all these significant accounting policies impact our financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report.

We believe the following critical accounting policies and procedures, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

#### Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The Company’s significant estimates and assumptions include the fair value of financial instruments; the carrying value, recoverability and impairment, if any, of long-lived assets; interest rate, income tax rate, income tax provision and valuation allowance of deferred tax assets; and the assumption that the Company will continue as a going concern. Those significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

### Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 - Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 - Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 - Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company’s financial assets and liabilities, such as cash, accounts receivable, prepaid expense, deferred costs, accounts payable and accrued liabilities, approximate their fair values because of the short maturity of these instruments.

The Company’s convertible notes payable approximate the fair value of such instruments based upon management’s best estimate of interest rates that would be available to the Company for similar financial arrangements at June 30, 2016 and June 30, 2015.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

It is not, however, practical to determine the fair value of related party accounts payable, if any, due to their related party nature.

The Company has no financial assets and liabilities measured on a recurring basis.

### Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

The Company receives non-refundable up-front payments for services. These payments are initially deferred and subsequently recognized over the subscription period, typically one year.

### Stock-Based Compensation for Obtaining Employee Services

The Company accounts for its stock based compensation in which the Company obtains employee services in share-based payment transactions under the recognition and measurement principles of the fair value recognition provisions of section 718-10-30 of the FASB Accounting Standards Codification. Pursuant to paragraph 718-10-30-6 of the FASB Accounting Standards Codification, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If the Company is a newly formed corporation or shares of the Company are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

### Equity Instruments Issued to Parties Other Than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification ("Sub-topic 505-50").

Pursuant to ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If the Company is a newly formed corporation or shares of the Company are thinly traded the use of share prices established in the Company's most recent PPM or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services. Section 505-50-30 provides guidance on the determination of the measurement date for transactions that are within the scope of this Subtopic.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a share option and similar instrument that the counterparty has the right to exercise expires unexercised.

Pursuant to ASC paragraph 505-50-30-S99-1, if the Company receives a right to receive future services in exchange for unvested, forfeitable equity instruments, those equity instruments are treated as unissued for accounting purposes

until the future services are received (that is, the instruments are not considered issued until they vest). Consequently, there would be no recognition at the measurement date and no entry should be recorded.

#### Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as “special purpose entities” (SPEs).

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not Applicable

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The information called for by Item 8 is included following the "Index to Financial Statements" on page F-1 contained in this annual report on Form 10-K.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### Internal Control over Financial Reporting

As of the end of the period covered by this report, we have carried out an evaluation of the effectiveness of the design and operation of the Company’s disclosure controls and procedures in accordance with Rule 13a-15 under the Securities Exchange Act of 1934. This evaluation was carried out under the supervision and with the participation of the Company’s management, including the Company’s President, Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Company’s Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were not effective as at the end of the period covered by this report. There have been no changes in our internal controls over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

Disclosure controls and procedures and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time period specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to management including our President and Chief Executive Officer, to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

#### Management’s report on internal control over financial reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the Exchange Act of 1934. Management has assessed the effectiveness of our internal control over financial reporting as of June 30, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Our internal control

over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions and dispositions of our assets; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements in accordance with generally accepted accounting principles; providing reasonable assurance that receipts and expenditures are made in accordance with authorizations of management and our directors; and providing reasonable assurance that unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. As a result of this assessment, management concluded that, as of June 30, 2016, our internal control over financial reporting was not effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. However, because of its inherent limitations, internal control over financial reporting may not provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (“PCAOB”) Auditing Standard No. 5) or combination of control deficiencies that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Management has identified the following material weaknesses which have caused management to conclude that, as of the period ended June 30, 2016, our disclosure controls and procedures were not effective at the reasonable assurance level:

- 1) We do not have written documentation of our internal control policies and procedures. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.
- 2) We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible. However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Management evaluated the impact of our failure to have segregation of duties on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.
- 3) We did not maintain sufficient accounting resources commensurate with our financial reporting requirements and the complexity of our operations and financing transactions, specifically related to the accounting and reporting of debt and intangible assets. Management evaluated the impact and has concluded that the control deficiency that resulted represented a material weakness.

Management has reviewed the financial statements and underlying information included herein in detail and believes the procedures performed are adequate to fairly present our financial position, results of operations and cash flows for the periods presented in all material respects.

#### Remediation of Material Weaknesses

A material weakness is a control deficiency (within the meaning of the Public Company Accounting Oversight Board (“PCAOB”) Auditing Standard No. 5), or combination of control deficiencies, that result in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. While management believes that the Company’s financial statements previously filed in the Company’s SEC reports have been properly recorded and disclosed in accordance with US GAAP, we have designed and plan to implement, or in some cases have already implemented, the specific remediation initiatives described below:

- 1) We have hired a third party consultant who has the required background and experience in accounting principles generally accepted in the United States of America and with SEC rules and regulations.
- 2) We are in the process of evaluating, given our limited personnel, how we enhance the supervisory procedures to include additional levels of analysis and quality control reviews within the accounting and financial reporting functions.

3) We are in the process of strengthening our internal policies and enhancing our processes for ensuring consistent treatment and recording of reserve estimates and that validation of our conclusions regarding significant accounting policies and their application to our business transactions are carried out by personnel with an appropriate level of accounting knowledge, experience and training.

While we believe, given the size and limited resources of our Company, that we are taking the appropriate steps to resolve our material weaknesses, we will continue our remediation efforts during fiscal 2017.

#### Changes in Internal Control over Financial Reporting

No changes in the Company's internal control over financial reporting have come to management's attention during the Company's last fiscal quarter that have materially affected, or are likely to materially affect, the Company's internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information as to the directors and executive officers of the Company is as follows:

| <u>Name</u>      | <u>Position</u>                      | <u>Director Since</u> |
|------------------|--------------------------------------|-----------------------|
| Christopher Kern | Chief Executive Officer and Director | June 14, 2013         |
| Allan Sabo       | Director                             | July 7, 2014          |

The members of the Board of Directors of the Company serve until the next annual meeting of stockholders, or until their successors have been elected. The officers serve at the pleasure of the Board of Directors.

#### *Background of Directors and Executive Officers*

**Chris Kern** - Mr. Kern is the founder of the Company. Since the Company's inception and since the inception of the Company's wholly owned subsidiary, Domain Media, LLC, Mr. Kern has served as our Chief Executive Officer, President and Director. Mr. Kern has over 20 years of media, telecom, technology investment banking and executive management experience. During 1995 through 2000, acting as Executive Vice President and CFO, Chris turned around an Internet network services company, Lightning Internet Services, which soon became a Deloitte & Touche Fast 50 Company (New York) two years in a row having 3 year average annual revenue growth in excess of 300%. During 2000 and 2012, Mr. Kern extended his finance career where he facilitated financings, commitments, and advisory work in excess of \$650 million in transaction value, working with firms such as Maximum Ventures and Gunn Allen Financial. During the past eight years, Mr. Kern worked with Cresta Capital Strategies as Vice President of Investment Banking (2006 - 2010), New Century Capital Partners as Managing Director (2010 – 2011), Windstream Partners as Managing Partner (2011 – Present), and Domain Media, LLC (2006 – 2013) as its President until it was acquired by Domain Media Corp. Chris graduated from State University of New York at Buffalo in 1991 with a B.S.B.A. having a dual major in Finance and Management Information Systems. Chris has been an active investor, advisor and senior executive for many start-ups and early stage companies that have resulted in successful exits and the creation of substantial shareholder value.

**Allan Sabo** – Mr. Allan Sabo joined the Company's Board of Directors on July 7, 2014. Mr. Sabo, an Internet advertising visionary and marketing veteran, has over 20 years of direct hands on experience in pioneering strategies and technology platforms that have changed the landscape of e-marketing, Internet advertising, and e-commerce. Mr. Sabo is credited as the co-founder of the world's second ever interactive advertising network (Ad-Network), which within one year of launching was acquired by Petry Interactive, and became the underlying technology platform and

business model that became 24/7 Media – one of the largest Internet advertising networks in the world. At 24/7 Media, Mr. Sabo was the Director of Affiliate Relations and also directed and completed thirteen acquisitions of online ad networks growing the company's reach to over 20,000 affiliate publishers representing 89 of the top 500 most visited websites. 24/7 Media completed a successful IPO in 1998, and was subsequently acquired by WPP Group in 2007 for \$649 Million. Mr. Sabo is an accomplished speaker and industry activist and has addressed audiences of all sizes at Comdex, NSGA, eVentureWorld, iSyndicate Content Summit, e-Market World, WebMasters EXPO, and many others. Mr. Sabo earned his MBA and BBA degrees from Cleveland State University.

### **Family Relationships**

There are no family relationships between any director or executive officer.

### *Involvement in Certain Legal Proceedings*

To our knowledge, during the last ten years, none of our directors, executive officers (including those of our subsidiaries), promoters or control persons have:

- Had a bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- Been convicted in a criminal proceeding or been subject to a pending criminal proceeding, excluding traffic violations and other minor offenses;
- Been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- Been found by a court of competent jurisdiction (in a civil action), the SEC, or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated; or
- Been the subject to, or a party to, any sanction or order, not subsequently reverse, suspended or vacated, of any self-regulatory organization, any registered entity, or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

### *Compliance with Section 16(a) of The Securities Exchange Act of 1934*

Except as set forth above, we believe that, during fiscal 2015, our directors, executive officers and 10% stockholders complied with all Section 16(a) filing requirements. In making this statement, we have relied upon examination of the copies of Forms 3, 4 and 5, and amendments thereto, provided to Domain Media Corp. and the written representations of its directors and executive officers.

### *Meetings and Committees of the Board*

Our Board of Directors is responsible for the management and direction of our Company and for establishing broad corporate policies. A primary responsibility of the Board of Directors is to provide effective governance over our affairs for the benefit of our stockholders. In all actions taken by the Board, the Directors are expected to exercise their business judgment in what they reasonably believe to be the best interests of our Company. In discharging that obligation, Directors may rely on the honesty and integrity of our senior executives and our outside advisors and auditors.

### *Audit Committee and Audit Committee Financial Expert*

The Company is not a "listed company" under SEC rules and is therefore not required to have an audit committee comprised of independent directors. The Company does not currently have an audit committee, however, for certain purposes of the rules and regulations of the SEC and in accordance with the Sarbanes-Oxley Act of 2002, the Company's Board of Directors is deemed to be its audit committee and as such functions as an audit committee and performs some of the same functions as an audit committee including: (1) selection and oversight of the Company's independent accountant; (2) establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters; and (3) engaging outside advisors. The Company's Board of

Directors has determined that its members do not include a person who is an "audit committee financial expert" within the meaning of the rules and regulations of the SEC. The Board of Directors has determined that each of its members is able to read and understand fundamental financial statements and has substantial business experience that results in that member's financial sophistication. Accordingly, the Board of Directors believes that each of its members have the sufficient knowledge and experience necessary to fulfill the duties and obligations that an audit committee would have.

#### *Board Meetings; Nominating and Compensation Committees*

The Company does not have standing nominating or compensation committees, or committees performing similar functions. The Company's Board of Directors believes that it is not necessary to have a compensation committee at this time because the functions of such committee are adequately performed by the Board of Directors. The Board of Directors also is of the view that it is appropriate for the Company not to have a standing nominating committee because the Board of Directors has performed and will perform adequately the functions of a nominating committee. The Company is not a "listed company" under SEC rules and is therefore not required to have a compensation committee or a nominating committee.

#### *Code of Ethics*

A code of ethics relates to written standards that are reasonably designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, the SEC and in other public communications made by an issuer;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of the code to an appropriate person or persons identified in the code; and
- Accountability for adherence to the code.

The Company has adopted a corporate code of ethics that applies to its executive officers.

#### *Insider Trading Policy*

Our Board of Directors adopted an insider trading policy that applies to all of its directors, officers and employees including our Chief Executive Officer, Principal Accounting Officer and Directors that applies to all trading except the exercise of stock options for cash under our stock option plan and the purchase of shares under an employee stock purchase plan, should we adopt such a plan. The insider trading policy addresses trading on material nonpublic information, tipping, confidentiality, 10b5-1 programs, disciplinary actions, trading windows, pre-clearance of trades, prohibition against short swing profits and individual responsibilities under the policy.

#### *Conflicts of Interest*

Certain conflicts of interest may exist between the Company and its management, and conflicts may develop in the future. The Company has not established policies or procedures for the resolution of current or potential conflicts of interest between the Company, its Officers and Directors or affiliated entities. There can be no assurance that management will resolve all conflicts of interest in favor of the Company, and conflicts of interest may arise that can be resolved only through the exercise by management their best judgment as may be consistent with their fiduciary duties. Management will try to resolve conflicts to the best advantage of all concerned.

#### *Shareholder Communications*

There has not been any defined policy or procedure requirements for stockholders to submit recommendations or nomination for Directors. The Board of Directors does not believe that a defined policy with regard to the consideration of candidates recommended by stockholders is necessary at this time because it believes that, given the limited scope of the Company's operations, a specific nominating policy would be premature and of little assistance

until the Company's business operations are at a more advanced level. There are no specific, minimum qualifications that the Board of Directors believes must be met by a candidate recommended by the Board of Directors. Currently, the entire Board of Directors decides on nominees, on the recommendation of any member of the Board of Directors followed by the Board's review of the candidates' resumes and interview of candidates. Based on the information gathered, the Board of Directors then makes a decision on whether to recommend the candidates as nominees for Director. The Company does not pay any fee to any third party or parties to identify or evaluate or assist in identifying or evaluating potential nominee.

The Company does not have any restrictions on shareholder nominations under its certificate of incorporation or by-laws. The only restrictions are those applicable generally under Nevada corporate law and the federal proxy rules, to the extent such rules are or become applicable. The Board of Directors will consider suggestions from individual shareholders, subject to evaluation of the person's merits. Stockholders may communicate nominee suggestions directly to the Board of Directors, accompanied by biographical details and a statement of support for the nominees. The suggested nominee must also provide a statement of consent to being considered for nomination. There are no formal criteria for nominees.

## ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth summary information concerning compensation paid or accrued for services rendered to the Company in all capacities for the fiscal years 2016 and 2015 to (i) the Company's Chief Executive Officer, and (ii) the Company's other executives who were serving as directors at the end of fiscal year 2014.

| <b>Name and Principal Position</b>                         | <b>Year</b> | <b>Salary (\$)</b> | <b>Bonus (\$)</b> | <b>Stock Awards (\$)(2)</b> | <b>Option Awards (\$)(2)</b> | <b>All Other Compensation (\$)</b> | <b>Total (\$)</b> |
|------------------------------------------------------------|-------------|--------------------|-------------------|-----------------------------|------------------------------|------------------------------------|-------------------|
| Christopher Kern<br>Chief Executive Officer <sup>(1)</sup> | 2016        | \$ -               | \$ -              | \$ -                        | \$ -                         | \$ -                               | -                 |
|                                                            | 2015        | \$ -               | \$ -              | \$ -                        | \$ -                         | \$ -                               | -                 |

(1) Mr. Kern became Chief Executive Officer in July 2013. His employment agreement calls for a base salary of \$150,000 annually upon certain milestones. The Company has not compensated Mr. Kern since inception. Mr. Kern's employment agreement requires a base salary of approximately \$150,000 per year, although such salary shall not commence or be in effect until the Company meets various financing, revenue or change of control events. In addition, the executive is entitled to bonuses of 50% of his base salary based on various factors, as determined by the board. The amount included in this table reflects the actual cash payments for the period indicated.

(2) In each case, the stock issued was valued at fair market value in the month earned over the period of vesting, or over one year.

The Company may change or increase salaries as the Company's profits and cash flow allow. The amount of any increase in salaries and compensation for existing officers has not been determined at this time and the dollar amount to be paid to additional management staff that will likely be employed have not been determined.

### *Director Compensation*

Both members of our Board of Directors were paid 150,000 restricted common shares of the Company during the year ended June 30, 2016 and 2015 with said shares vesting over a period of one year, on an equal monthly basis, from their issue date.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information relating to the beneficial ownership of the Company common stock by those persons beneficially holding more than 5% of the Company's common stock, by the Company's Directors and executive officers, and by all of the Company's Directors and executive officers as a group as of March 22, 2016:

| Name and Address of Beneficial Owner<br><i>Holders of Greater Than 5%:</i> | Amount<br>Nature<br>Of Beneficial<br>Ownership | and<br>Percent<br>of<br>Class (1) |
|----------------------------------------------------------------------------|------------------------------------------------|-----------------------------------|
| Agile Opportunity Fund, LLC (2)                                            | 2,083,000                                      | 5.36 %                            |
| <i>Directors and Named Executive Officers:</i>                             |                                                |                                   |
| Christopher Kern, Chief Executive Officer and Director (3)                 | 32,500,000                                     | 83.6 %                            |
| Kurt Ohlson, Director (4)                                                  | 200,000                                        | 0.5 %                             |
| Allan Sabo, Director (5)                                                   | 300,000                                        | 0.8 %                             |
| All Directors and Officers as a group (3 persons)                          | 32,950,000                                     | 84.7 %                            |

(1) The Percent of Class is based upon total fully diluted shares outstanding of 38,898,000, which includes 7,500,000 shares underlying the convertible note held by Christopher Kern.

(2) Agile Opportunity Fund LLC received 3,333,000 common shares on August 5, 2013 pursuant to the sale of the EON media assets to the Company, and subsequently issued 1,250,000 of those shares to an unaffiliated third party in a privately negotiated transaction, and remains holding 2,083,000 common shares of the Company.

(3) Christopher Kern is the founder and Chief Executive Officer of the Company. The shares held by Mr. Kern include 5,000,000 common shares for incorporation and start up services, 20,000,000 pursuant to the sale of Domain Media, LLC to the Company, in addition to the 7,500,000 common shares underlying the convertible note due to him in the approximate amount of \$300,000, convertible at \$0.04 per share. Mr. Kern's beneficial ownership includes 25,000,000 restricted common shares.

(4) Mr. Ohlson is a Director of the Company. On January 26, 2016, he was originally granted 150,000 restricted shares of common stock that vests over one year as a member of our board of directors, however, Mr. Ohlson was subsequently granted a total 50,000 shares for services rendered pursuant to his shortened duration as an executive vice president of the Company.

(5) Mr. Sabo is a Director of the Company. On July 7, 2014, he was granted 150,000 restricted shares of common stock that vested over one year as a member of our board of directors, and subsequently granted an additional 150,000 common shares on July 7, 2015 pursuant to his annual reelection to the Company's board of directors.

#### *Equity Compensation Plan Information*

None.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Other than the employment arrangements described above in "Executive Compensation" and the transactions described below, since July 1, 2013 there has not been, nor is there currently proposed, any transaction or series of similar transactions to which the Company is or will be a party:

- in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Company's total assets at year end for the last two completed fiscal years; and
- in which any related person of Domain Media Corp. had or will have a direct or indirect material interest, as contemplated by Item 404(a) of Regulation S-K under the Exchange Act.

### *Director Independence*

We intend to have our common stock quoted on the OTC Market system under the QB bracket (OTCQB), as well as consider having our stock quoted on the OTC Bulletin Board, or the OTCBB. Since neither the OTCBB nor the OTCQB has its own rules for director independence, we use the definition of independence established by the NYSE Amex (formerly the American Stock Exchange). Under applicable NYSE Amex rules, a director will only qualify as an “independent director” if, in the opinion of our Board, that person does not have a relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. We periodically review the independence of each Director. Pursuant to this review, at this time two of our Directors are considered independent.

### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

These financial statements are unaudited. Prior to the discontinuance of our Exchange Act requirement, the following table sets forth fees billed to us by our independent auditors, Hartley Moore Accountancy Corporation, for the years ended June 30, 2015 for (i) services rendered for the audit of our annual consolidated financial statements and the review of our quarterly financial statements, (ii) services rendered that are reasonably related to the performance of the audit or review of our consolidated financial statements that are not reported as Audit Fees, and (iii) services rendered in connection with tax preparation, compliance, advice and assistance.

|                    | 2016        | 2015             |
|--------------------|-------------|------------------|
| Audit fees         | \$ -        | \$ 12,000        |
| Audit-related fees | -           | -                |
| Tax fees           | -           | -                |
| All other fees     | -           | -                |
| Total fees         | <u>\$ -</u> | <u>\$ 12,000</u> |

#### *Audit Fees*

Represents fees for professional services provided for the audit of our annual consolidated financial statements, services that are performed to comply with generally accepted auditing standards, and review of our consolidated financial statements included in our quarterly reports and services in connection with statutory and regulatory filings.

#### *Audit-Related Fees*

Represents the fees for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements.

The Board of Directors acts as the audit committee of the Company and approves all auditing services and the terms thereof and non-audit services (other than non-audit services published under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board) to be provided to us by the independent auditor; provided, however, the pre-approval requirement is waived with respect to the provisions of non-audit services for us if the "de minimus" provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied.

#### *Tax Fees*

This represents professional services rendered for tax compliance, tax advice and tax planning.

#### *All Other Fees*

Our auditor was paid no other fees for professional services during the year ended June 30, 2015.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                               |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1                       | Articles of Incorporation*                                                                                                                                       |
| 3.2                       | By-Laws*                                                                                                                                                         |
| 10.1                      | Agreement to acquire Domain Media, LLC by Domain Media Corp.*                                                                                                    |
| 10.2                      | Agreement to acquire the assets of The Enthusiast Online Network, Inc. between Agile Opportunity Fund, LLC and Domain Media Corp.*                               |
| 10.3                      | Employment Agreement with Mr. Christopher Kern*                                                                                                                  |
| 10.4                      | Proprietary Information and Inventions Agreement*                                                                                                                |
| 10.5                      | Consulting Agreement with Eventus Advisory Group*                                                                                                                |
| 10.6                      | Agreement of Conflict of Interest with Chris Kern*                                                                                                               |
| 10.7                      | Convertible Note between the Company and Chris Kern                                                                                                              |
| 21.1                      | Subsidiaries of the Registrant*                                                                                                                                  |
| 31.1                      | Certification of the Company's Principal Executive Officer pursuant to 15d-15(e), under the Securities and Exchange Act of 1934.                                 |
| 31.2                      | Certification of the Company's Principal Financial Officer pursuant to 15d-15(e), under the Securities and Exchange Act of 1934.                                 |
| 32.1                      | Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2                      | Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

\* Incorporated herein by reference to the Amendment No. 1 to the Registration Statement on Form 10 filed on March 4, 2014.

## **SIGNATURES**

Pursuant to the OTC Pink® Basic Disclosure Guidelines (the “OTC Requirements”), federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), the Registrant caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

**DOMAIN MEDIA CORP.**

(Registrant)

December 22, 2016

By: /s/ Christopher Kern

Christopher Kern

Chief Executive Officer

(Duly Authorized Officer, Principal Executive  
Officer and Principal Accounting Officer)

**DOMAIN MEDIA CORP.**  
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## ISSUER CERTIFICATION

I, Chris Kern, certify that:

1. I have reviewed this annual disclosure statement of Domain Media Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 22, 2016

By: /s/ Christopher Kern  
Christopher Kern  
Chief Executive Officer, (Duly Authorized  
Officer, Principal Executive Officer and Principal  
Accounting Officer)

**DOMAIN MEDIA CORP.  
CONSOLIDATED BALANCE SHEETS**

|                                                                                                                                                                     | As of<br>June 30, 2016<br>Unaudited | As of<br>June 30, 2015<br>Unaudited |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
|                                                                                                                                                                     |                                     |                                     |
| <b><u>ASSETS</u></b>                                                                                                                                                |                                     |                                     |
| CURRENT ASSETS:                                                                                                                                                     |                                     |                                     |
| Cash                                                                                                                                                                | \$ 4,308                            | \$ 201                              |
| Accounts receivable                                                                                                                                                 | 3,007                               | 933                                 |
| Deferred expense                                                                                                                                                    | 6,306                               | 3,297                               |
| Total current assets                                                                                                                                                | 13,621                              | 4,431                               |
| Property and equipment, net                                                                                                                                         | 402                                 | 681                                 |
| Intangible assets, net                                                                                                                                              | 196,470                             | 203,039                             |
| Total assets                                                                                                                                                        | \$ 210,493                          | \$ 208,152                          |
|                                                                                                                                                                     |                                     |                                     |
| <b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>                                                                                                                 |                                     |                                     |
| CURRENT LIABILITIES:                                                                                                                                                |                                     |                                     |
| Accounts payable                                                                                                                                                    | \$ 43,277                           | \$ 42,845                           |
| Notes payable - related party, net of debt discount                                                                                                                 | 302,724                             | 276,384                             |
| Note Payable - net of debt discount                                                                                                                                 | 53,750                              |                                     |
| Interest payable                                                                                                                                                    | 1,345                               | 1,049                               |
| Total current liabilities                                                                                                                                           | 401,095                             | 320,278                             |
| Total liabilities                                                                                                                                                   | \$ 401,095                          | \$ 320,278                          |
| COMMITMENTS AND CONTINGENCIES (Note 9)                                                                                                                              |                                     |                                     |
| STOCKHOLDERS' DEFICIT:                                                                                                                                              |                                     |                                     |
| Preferred stock, \$0.0001 par value, 10,000,000 shares authorized, zero shares issued and outstanding                                                               | \$ -                                | \$ -                                |
| Common stock, \$0.0001 par value, 100,000,000 shares authorized, 31,877,345 and 25,000,000 shares issued and outstanding as of June 30, 2014 and 2013, respectively | 3,100                               | 3,050                               |
| Additional paid-in capital                                                                                                                                          | 520,332                             | 470,632                             |
| Accumulated deficit                                                                                                                                                 | (714,035)                           | (585,808)                           |
| Total stockholders' deficit                                                                                                                                         | (190,603)                           | (112,126)                           |
| Total liabilities and stockholders' deficit                                                                                                                         | \$ 210,493                          | \$ 208,152                          |

See Accompanying Notes to Consolidated Financial Statements.

**DOMAIN MEDIA CORP.**  
**CONSOLIDATED INCOME STATEMENTS**

|                                                                             | For the Years Ended |               |
|-----------------------------------------------------------------------------|---------------------|---------------|
|                                                                             | June 30, 2016       | June 30, 2015 |
| REVENUES, NET                                                               | \$ 20,553           | \$ 53,293     |
| OPERATING EXPENSES:                                                         |                     |               |
| Sales and marketing expenses                                                | 25,977              | 50,389        |
| General and administrative                                                  | 65,224              | 140,941       |
| Depreciation and amortization                                               | 279                 | 563           |
| Total operating expenses                                                    | 91,480              | 191,893       |
| INCOME (LOSS) FROM OPERATIONS                                               | (70,927)            | (138,601)     |
| OTHER INCOME (EXPENSE):                                                     |                     |               |
| Interest expense                                                            | (49,903)            | (23,320)      |
| Intangible write-off                                                        | (7,397)             | (25,542)      |
| Total other expense, net                                                    | (57,300)            | (48,862)      |
| NET LOSS                                                                    | \$ (128,227)        | \$ (187,463)  |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING<br>- Basic and Diluted | 31,086,000          | 30,457,615    |
| NET LOSS PER SHARE - Basic and Diluted                                      | \$ (0.00)           | \$ (0.01)     |

See Accompanying Notes to Consolidated Financial Statements.

**DOMAIN MEDIA CORP.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**

|                                                      | Common Stock |           | Additional      | Accumulated  |              |
|------------------------------------------------------|--------------|-----------|-----------------|--------------|--------------|
|                                                      | Number       | Par Value | Paid-in Capital | Deficit      | Total        |
| Balance at June 30, 2013                             | 25,000,000   | \$ 2,500  | \$              | \$ (146,551) | \$ (144,051) |
| Common stock issued for services                     | 1,090,000    | 109       | 98,474          | -            | 98,583       |
| Common stock issued for acquisition of assets of EON | 3,333,000    | 333       | 166,317         | -            | 166,650      |
| Common stock issued for cash                         | 470,000      | 47        | 46,953          | -            | 47,000       |
| Interest expense for beneficial conversion feature   | -            | -         | 78,622          | -            | 78,622       |
| Net loss                                             | -            | -         | -               | (251,794)    | (251,794)    |
| Balance at June 30, 2014                             | 29,893,000   | \$ 2,989  | \$ 390,366      | \$ (398,345) | \$ (4,990)   |
| Common stock issued for services                     | 1,431,845    | 56        | 74,771          | -            | 74,827       |
| Common stock issued for cash                         | 55,000       | 6         | 5,495           | -            | 5,500        |
| Interest expense for beneficial conversion feature   | -            | -         | -               | -            | -            |
| Net loss                                             | -            | -         | -               | (187,463)    | (187,463)    |
| Balance at June 30, 2015                             | 31,379,845   | \$ 3,050  | \$ 470,632      | \$ (585,808) | \$ (112,126) |
| Common stock issued for services                     | 447,500      | 45        | 44,705          | -            | 44,750       |
| Common stock issued for cash                         | 50,000       | 5         | 4,995           | -            | 5,000        |
| Interest expense for beneficial conversion feature   | -            | -         | -               | -            | -            |
| Net loss                                             | -            | -         | -               | (128,227)    | (128,227)    |
| Balance at June 30, 2015                             | 31,877,345   | \$ 3,100  | \$ 520,332      | \$ (714,035) | \$ (190,603) |

See Accompanying Notes to Consolidated Financial Statements.

**DOMAIN MEDIA CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

|                                                                               | For the Years Ended |                  |
|-------------------------------------------------------------------------------|---------------------|------------------|
|                                                                               | June 30, 2016       | June 30, 2015    |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                  |                     |                  |
| Net income (loss)                                                             | \$ (128,226)        | \$ (187,463)     |
| Adjustments to reconcile net income to net cash used in operating activities: |                     |                  |
| Depreciation and amortization expense                                         | 279                 | 563              |
| Common stock issued for formation                                             |                     | -                |
| Common stock issued for services                                              | 44,750              | 74,827           |
| Intangible write-off                                                          | 7,397               | 25,542           |
| Interest expense for beneficial conversion feature                            | 30,258              | 19,656           |
| Amortization of debt discount                                                 | 6,250               |                  |
| Changes in operating assets and liabilities:                                  |                     |                  |
| Accounts receivable                                                           | (2,073)             | 2,309            |
| Prepaid expenses and other current assets                                     | (3,009)             | (26)             |
| Accounts payable                                                              | 432                 | 38,838           |
| Interest payable                                                              | 296                 | 645              |
| Net cash used in operating activities                                         | (43,646)            | (25,109)         |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                  |                     |                  |
| Purchase of fixed assets                                                      | -                   | -                |
| Purchase of domain names, net                                                 | (828)               | (109)            |
| Net cash used in investing activities                                         | (828)               | (109)            |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                  |                     |                  |
| Proceeds from related party notes payable                                     | (6,419)             | 4,443            |
| Payments on related party notes payable                                       |                     |                  |
| Proceeds from Short Term Note                                                 | 50,000              |                  |
| Proceeds from sale of common stock                                            | 5,000               | 5,500            |
| Net cash provided by financing activities                                     | 48,581              | 9,943            |
| <b>NET CHANGE IN CASH</b>                                                     | <b>4,107</b>        |                  |
| <b>CASH AT BEGINNING OF PERIOD</b>                                            | <b>201</b>          | <b>15,476</b>    |
| <b>CASH AT END OF PERIOD</b>                                                  | <b>\$ 4,308</b>     | <b>\$ 15,476</b> |
| <b>SUPPLEMENTAL INFORMATION:</b>                                              |                     |                  |
| Cash paid during the period for:                                              |                     |                  |
| Interest                                                                      | \$ -                | \$ -             |
| Income taxes                                                                  | \$ -                | \$ -             |
| Non-cash investing and financing activities:                                  |                     |                  |
| Common stock issued for acquisition of intangible assets                      | \$ -                | \$ -             |
| Estimated fair value of beneficial conversion feature                         | \$ -                | \$ -             |

See Accompanying Notes to Consolidated Financial Statements.

**DOMAIN MEDIA CORP.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2016 AND 2015**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies is presented to assist the reader in understanding and evaluating the Company's consolidated financial statements (the "financial statements"). The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

*Basis of Presentation*

The accompanying financial statements include the accounts of Domain Media Corp. and its wholly owned subsidiary, Domain Media, LLC, of Arizona ("DMLLC"). Domain Media Corp. was incorporated in the State of Nevada on June 14, 2013. On July 10, 2013, Domain Media Corp. acquired DMLLC by issuing 20,000,000 shares of its common stock, constituting 80% of the outstanding shares of Domain Media Corp., after giving effect to their issuance. Immediately following the closing, 25,000,000 shares were issued and outstanding. The transaction was accounted for as a reverse acquisition in which DMLLC is deemed to be the accounting acquirer. Consequently, the operations that will be reflected in the historical financial statements of the combined entity are those of DMLLC, and the financial statements after the business combination will include the operations of Domain Media Corp. from the closing date of the business combination. All share and per share data presented in these financial statements has been retroactively restated to reflect the equity structure after the effects of the reverse acquisition.

The accompanying audited financial statements of the Company for the years ended June 30, 2016 and 2015 have been prepared using the accrual basis of accounting in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP") and the rules and regulations of the Securities and Exchange Commission. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein.

*Principles of Consolidation*

The unaudited financial statements of Domain Media Corp. have been prepared in accordance with U.S. GAAP and include the accounts of Domain Media Corp. and DMLLC for the years ended June 30, 2016 and 2015. All significant inter-company transactions and balances have been eliminated in consolidation. Any reference herein to "Domain Media Corp.", the "Company", "we", "our" or "us" is intended to mean Domain Media Corp., including the subsidiary indicated above, unless otherwise indicated.

*Nature of the Business*

We provide Internet-based search, media content, subscription based membership, and advertising services that facilitate access to the specific market niches that we participate in as well as marketing, lead generation and market research services.

On August 5, 2013, we acquired specified assets of The Enthusiast Online Network, Inc. ("EON"), which consists of approximately 100 domain names and 40 media properties principally covering the automotive sector. In accordance with the Financial Accounting Standards Board ("FASB") ASC Topic 805, *Business Combinations*, the Company has determined this transaction to be a purchase of assets and not a business combination. We currently have approximately 700 domain names, 70 active websites, each of which requires updating and improvement, and approximately 40 websites acquired from EON that were dormant and have been re-launched. The domain names we own are focused on specific market verticals or channels that encompass industries such as automotive, health and wellness, travel and leisure, sports and entertainment, and finance and business services. We intend to further develop and deliver niche based content where our target audience can connect with our website, the community it is associated with, and interact to obtain useful and entertaining information.

We also offer business-to-business based marketing, lead generation and sponsored content marketing research services through three websites. These services are provided on an as ordered basis and are customized to each respective client's needs. In addition, we recently launched an e-commerce store, which sells highly specialized electronics products for security and surveillance.

#### Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates made in connection with the accompanying financial statements include fair values in connection with the analysis of intangible and other long-lived assets for impairment, estimated useful lives for intangible assets and property and equipment, valuation of equity compensation and beneficial conversion features and valuation allowances against net deferred tax assets.

#### Cash and Cash Equivalents

We consider all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. We had \$4,308 in cash and cash equivalents at June 30, 2016 and \$201 in cash and cash equivalents at June 30, 2015.

We place our cash and cash equivalents with financial institutions that are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. Historically, our cash balances have not exceeded FDIC insured limits. At June 30, 2016 and 2015, our uninsured cash balances were \$0.

#### Accounts Receivable and Allowance for Doubtful Accounts

We generally do not require collateral, and the majority of our trade receivables are unsecured. The carrying amount for accounts receivable approximates fair value.

Accounts receivable consisted of the following:

|                                       | <u>June 30,</u><br><u>2016</u> | <u>June 30,</u><br><u>2015</u> |
|---------------------------------------|--------------------------------|--------------------------------|
| Trade receivables                     | \$ 3,007                       | \$ 933                         |
| Less: Allowance for doubtful accounts | -                              | -                              |
| Net accounts receivable               | <u>\$ 3,007</u>                | <u>\$ 933</u>                  |

Accounts receivable are periodically evaluated for collectability based on past credit history with clients. Provisions for losses on accounts receivable are determined on the basis of loss experience, known and inherent risk in the account balance and current economic conditions.

#### Property and equipment

Property and equipment of the Company is stated at cost. Expenditures for property and equipment that substantially increase the useful lives of existing assets are capitalized at cost and depreciated. Routine expenditures for repairs and maintenance are expensed as incurred.

Depreciation is provided principally on the straight-line method over the estimated useful lives ranging from five to ten years for financial reporting purposes.

#### Intangible Assets

Intangible assets consist primarily of domain names. The purchases of domain names are recorded at cost and are considered to result in indefinite-lived intangible assets that are subsequently reviewed for impairment, while the costs

of renewals are capitalized as deferred expenses and amortized over the period of the renewal that, in most cases, is one year. Amortization of renewal expense amounted to \$6,443 and \$6,557 for the years ended June 30, 2016 and 2015, respectively. During the years ended June 30, 2016 and 2015, the Company wrote off non-renewed domains of \$7,397 and \$25,542, respectively.

#### Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed

The Company reviews its identifiable, indefinite-lived intangible assets for impairment annually and other long-lived assets and identifiable finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Measurement of any impairment loss for long-lived assets and identifiable intangible assets that management expects to hold and use is based on the amount of the carrying value that exceeds the fair value of the asset. The annual determination whether a domain name will continue to be renewed is made within 90 days of the renewal date based upon many factors which include, but are not limited to, current industry trends that relate to the domain name, existing web-based projects being undertaken for our owned and operated websites and/or those of our clients, if the domain names have a minimum amount of monthly organic search traffic, if the keyword terms associated with a domain name are of high value, or if we believe the domain name will maintain a reasonable to high resale value. As a result of such analysis, there was no related impairment of the Company's renewed intangible assets.

#### Income Taxes

The Company applies the provisions of FASB ASC No. 740, *Income Taxes*, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amounts expected to be realized. For any uncertain tax positions, we recognize the impact of a tax position, only if it is more likely than not of being sustained upon examination, based on the technical merits of the position. Our policy regarding the classification of interest and penalties is to classify them as income tax expense in our financial statements, if applicable.

#### Financial Instruments and Fair Value of Financial Instruments

The Company applies the provisions of accounting guidance, FASB Topic ASC 825, *Financial Instruments*, that requires all entities to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized on the balance sheet, for which it is practicable to estimate fair value, and defines fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. As of June 30, 2016 and June 30, 2015, the fair value of cash, accounts receivable, accounts payable, accrued expenses and notes payable approximated carrying value due to the short maturity of the instruments, quoted market prices or interest rates which fluctuate with market rates.

The Company defines fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

- Level 1 - Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 - Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 - Level 3 inputs are unobservable inputs for the asset or liability in which there is little, if any, market

activity for the asset or liability at the measurement date.

The carrying value of financial assets and liabilities recorded at fair value is measured on a recurring or nonrecurring basis. Financial assets and liabilities measured on a non-recurring basis are those that are adjusted to fair value when a significant event occurs. The Company had no financial assets or liabilities carried and measured on a nonrecurring basis during the reporting periods. Financial assets and liabilities measured on a recurring basis are those that are adjusted to fair value each time a financial statement is prepared.

#### Accounting for Derivative Liabilities

The Company evaluates contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under the relevant sections of ASC Topic 815-40, *Derivative Instruments and Hedging: Contracts in Entity's Own Equity*. The result of this accounting treatment could be that the fair value of a financial instrument is classified as a derivative instrument and is marked-to-market at each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income or other expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Financial instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815-40 are reclassified to a liability account at the fair value of the instrument on the reclassification date. The Company determined that none of our financial instruments meet the criteria for derivative accounting as of June 30, 2016 or June 30, 2015.

#### Beneficial Conversion Features and Debt Discounts

The convertible features of debt can provide for a rate of conversion that is below market value. Such feature is normally characterized as a "beneficial conversion feature" ("BCF"). The relative fair values of the BCF were recorded as discounts from the face amount of the applicable debt instrument. The Company amortized the discount using the straight-line method, which approximates the effective interest method through maturity of such instruments. With respect to our convertible note, we reviewed ASC Topic 470-20, *Debt with Conversion and Other Options*, and determined that our related party convertible note met the criteria of a conventional convertible note and that the note had a beneficial conversion feature. We used the pricing of recent sales of restricted stock to determine the fair value of the stock for purposes of calculating the beneficial conversion feature, which was determined to be in excess of the recorded amount of the note. The Company is amortizing the discount to interest expense using the straight-line method, which approximates the effective interest method through the maturity of such note.

#### Equity Instruments Issued to Non-Employees for Acquiring Goods or Services

Issuances of the Company's common stock or warrants for acquiring goods or services are measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The measurement date for the fair value of the equity instruments issued to consultants or vendors is determined at the earlier of (i) the date at which a commitment for performance to earn the equity instruments is reached (a "performance commitment" which would include a penalty considered to be of a magnitude that is a sufficiently large disincentive for nonperformance) or (ii) the date at which performance is complete. When it is appropriate for the Company to recognize the cost of a transaction during financial reporting periods prior to the measurement date, for purposes of recognition of costs during those periods, the equity instrument is measured at the then-current fair values at each of those financial reporting dates. Based on the applicable guidance, the Company treats forfeitable shares that are issued, but unvested, as unissued for accounting purposes until the shares vest.

#### Concentration

We have two major customers that comprised 25.5% and 23.06% of the total revenues earned for the year ended June 30, 2016. The loss of any one of these customers will have a significant impact on our operations.

We have two vendors that accounted for 25.9% and 13.7% of purchases for the year ended June 30, 2016.

We have two major customers that comprise 57.6% and 22.1% of the total revenues earned for the year ended June 30, 2015.

We have two vendors that accounted for 26.6% and 18.75% of purchases during the year ended June 30, 2015.

We have two major customers that accounted for 84.8% of accounts receivable at June 30, 2016.

We had two major customers that accounted for 80.3 of accounts receivable at June 30, 2015.

#### Revenue and Cost Recognition

We provide Internet search, advertising, and marketing services that facilitate access to niche industry sectors and specific topics of interest, products and related services on the Internet. We recognize revenue in accordance with Accounting Standard Codification (ASC) 605-10 (previously Securities and Exchange Commission Staff Accounting Bulletin No. 104, *Revenue Recognition*). Revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured. Our current principal sources of revenue include:

- Pay per click (PPC) advertising from providers;
- Lead generation where we receive a commission for sending users of our websites to third party providers who complete an inquiry form or provide an email submission as a qualified lead;
- Affiliate revenue from various companies, usually offered through an affiliate network such as ClickBank, Commission Junction, MaxBounty, or the like whereby we receive a commission for sales of products or services that occur from traffic that we originate that is directed to their site;
- Product sales through our ecommerce stores; and
- Business services - include lead generation, SEO services, and sponsored content development. These services are typically provided in a consulting capacity on a per project basis.

Revenue from flat-fee, business marketing and lead generation services is based on a customer's receipt of said services, report or leads and payment is made.

Fees for stand-alone projects are fixed-bid and determined based on estimated effort and client billing rates since we can reasonably estimate the required effort to complete each project or each milestone within the project. Recognition of the revenue and all related costs of these arrangements are deferred until delivery and acceptance of the projects in accordance with the terms of the contract.

#### Advertising

Advertising costs are charged to operations when incurred. Advertising expense for the years ended June 30, 2016 and 2015 was \$4,683 and \$940, respectively.

#### Basic and Diluted Loss Per Share

Basic and diluted earnings or loss per share ("EPS") amounts in the financial statements are computed in accordance Accounting Standard Codification (ASC) 260 – 10 "*Earnings per Share*", which establishes the requirements for presenting EPS. Basic EPS is computed by dividing net income or loss available to common stockholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted EPS is based on the weighted average number of common shares outstanding and dilutive common stock equivalents. Potentially dilutive securities, consisting of a convertible note payable, were excluded from the calculation of diluted loss per share, because their effect would be anti-dilutive.

The following table sets forth the computation of basic and diluted net income per share:

**For the Years Ended  
June 30,**

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|                                                           |    | <u>2016</u> | <u>2015</u>  |
|-----------------------------------------------------------|----|-------------|--------------|
| Net loss attributable to the common stockholders          | \$ | (128,227)   | \$ (187,463) |
| Basic weighted average outstanding shares of common stock |    | 31,086,000  | 30,457,615   |
| Earnings (loss) per share:                                |    |             |              |
| Basic and diluted                                         | \$ | (0.005)     | \$ (0.01)    |

### Business Segments

Due to our limited revenues at this time, we currently operate in one segment and in one geographic location in the United States of America. Therefore segment information is not presented at this time.

### Recently Issued Accounting Standards Updates

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"). ASU 2014-09 amends the guidance for revenue recognition to replace numerous, industry specific requirements and converges areas under this topic with those of the International Financial Reporting Standards. The ASU implements a five-step process for customer contract revenue recognition that focuses on transfer of control, as opposed to transfer of risk and rewards. The amendment also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenues and cash flows from contracts with customers. Other major provisions include the capitalization and amortization of certain contract costs, ensuring the time value of money is considered in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The amendments in this ASU are effective for reporting periods beginning after December 15, 2017, and early adoption is prohibited. Entities can transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. We are currently assessing the impact the adoption of ASU 2014-09 will have on our consolidated financial statements and disclosures.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern". The amendments in this update provide guidance in U.S. GAAP about management's responsibilities to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The main provision of the amendments are for an entity's management, in connection with the preparation of financial statements, to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Management's evaluation should be based on relevant conditions and events that are known or reasonably knowable at the date the consolidated financial statements are issued. When management identifies conditions or events that raise substantial doubt about an entity's ability to continue as a going concern, the entity should disclose information that enables users of the consolidated financial statements to understand all of the following: (1) principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans); (2) management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations; and (3) management's plans that alleviated substantial doubt about the entity's ability to continue as a going concern or management's plans that are intended to mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern. The amendments in this update are effective for interim and annual reporting periods after December 15, 2017 and early application is permitted. The Company is currently assessing this guidance for future implementation.

### **NOTE 2 – GOING CONCERN**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates, among other things, the realization of assets and satisfaction of liabilities in the normal course of business. As of June 30, 2016, we had cash and cash equivalents of \$4,308 and working capital deficit of \$387,474. The Company believes that its existing capital resources may not be adequate to enable it to execute its business plan

and that we will require additional cash resources during fiscal 2017 based on our current operating plan and condition. These conditions raise substantial doubt as to our ability to continue as a going concern.

Our plan to continue as a going concern is to reach the point where we begin generating sufficient revenue from our Internet sites to meet all of our obligations on a timely basis. The cost to host our network of websites is approximately \$1,100 per month. Domain name annual registration renewals for our portfolio of an estimated 800 domain names is approximately \$8,000 per year. We will gradually introduce advertising services and other forms of revenue as well as utilize social media, content marketing, and online advertising to increase traffic to our websites which is anticipated, but not guaranteed, to increase revenue for the Company.

While the Company is attempting to increase operations and generate additional revenues, the Company's cash position may not be significant enough to support the Company's daily operations. We expect our cash flows from operating activities to improve, primarily as a result of an increase in revenue. Management also intends to raise additional funds by selling our equity or debt securities to both individual and institutional investors. There is no assurance that the offering will be successful or that the maximum number of shares or amounts will be attained. Management believes that the actions presently being taken to further implement its business plan and generate additional revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate additional revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate additional revenues.

The accompanying consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. If we fail to generate positive cash flows or obtain additional financing, when required, we may have to modify, delay, or abandon some or all of our business and expansion plans.

### **NOTE 3 – PROPERTY AND EQUIPMENT**

Property and equipment includes the following:

|                                | <b>June 30,</b> | <b>June 30,</b> |
|--------------------------------|-----------------|-----------------|
|                                | <b>2016</b>     | <b>2015</b>     |
| Computers and equipment        | \$ 12,227       | \$ 12,227       |
| Less: Accumulated depreciation | (11,825)        | (11,546)        |
| Net property and equipment     | <u>\$ 402</u>   | <u>\$ 681</u>   |

Depreciation expense was \$279 and \$563 for the years ended June 30, 2016 and 2015, respectively.

### **NOTE 4–NOTES PAYABLE AND LONG TERM DEBT**

On December 30, 2015, the Company issued a discounted convertible note to an investor in the principal amount of \$62,500, with a term of one year, an original issue discount and proceeds to the company of \$50,000 (the "OID Note"). The OID Note carries annual interest of 15%, payable in quarterly installments of \$2,373.75, is secured by the Company, and included 50,000 common shares of the Company. The OID Note is convertible to common shares of the company at a conversion rate of \$0.15 per share. The Company started accruing interest on the OID Notes in the third quarter. For the twelve months ended June 30, 2016, the total interest on the OID Notes was \$4,688.

Long-term debt consists of a convertible note of approximately \$302,725 and \$276,384 as of June 30, 2016 and June 30, 2015, respectively, due to the Company's president and founder, and entities owned and controlled by the president. The loan accumulated over time through advances by the president to DMLLC. The terms of the note were formalized concurrent with the acquisition of DMLLC in July 2013. The note bears no stated interest, is convertible, at the discretion of the holder, into the common stock of the Company at \$0.04 per share, and was originally due on July 10, 2016. On July 10, 2016, the term of the note was extended an additional one-year term and is due on July 10, 2017. In the absence of a stated interest rate, the Company has imputed an interest rate from the Annual Mid-Term Federal Rate of 1.21% per annum.

To properly account for this transaction, the Company performed a detailed analysis to obtain a thorough understanding of the transaction, including understanding any related derivatives entered into. The Company first reviewed ASC Topic 815, *Broad Transactions – Derivatives and Hedging* (“Topic 815”), to identify whether any equity-linked features in the note are freestanding or embedded. The Company determined that there were no free standing features. The note was then analyzed in accordance with Topic 815 to determine if the note should be accounted for at fair value and re-measured at fair value in income. The Company determined that the note did not meet the requirements of Topic 815 and therefore accounted for the note as conventional convertible debt.

The Company then reviewed ASC Topic 470-20, *Debt with Conversion and Other Options*, and determined that the note met the criteria of a conventional convertible note and that the note had a beneficial conversion feature. The Company used the pricing of recent sales of restricted stock to determine the fair value of the stock for purposes of calculating the beneficial conversion feature, which was determined to be in excess of the recorded amount of the note. As a result, the beneficial conversion feature was valued at \$78,622, was recorded as a discount against the recorded debt with a corresponding offset against additional paid-in capital and is being amortized to interest expense over the life of the note using the straight-line method which approximates to effective interest method. During the twelve months ended June 30, 2016 and 2015, the Company amortized \$26,207 and \$26,207 respectively, to interest expense in the accompanying consolidated statements of operations.

## **NOTE 5 – INCOME TAXES**

Domain Media, LLC is a pass through entity to the owners, and therefore, the taxable losses were passed through the members. There were no permanent or temporary timing differences through June 30, 2013. Therefore, there is no net operating loss carry forward. Domain Media Corp. was incorporated on June 14, 2013 and did not have significant activity through June 30, 2016.

We recognize interest and penalties related to uncertain tax positions in general and administrative expense. As of June 30, 2016 and June 30, 2015, we had no unrecognized uncertain tax positions, including interest and penalties.

The Company files tax returns with federal and state jurisdictions. The Company is no longer subject to IRS examinations for periods prior to 2011, although certain carry forward attributes that were generated prior to such periods may still be adjusted by the IRS.

## **NOTE 6 – STOCKHOLDERS’ EQUITY**

### *Preferred Stock*

Our certificate of incorporation authorizes the issuance of 10,000,000 shares of preferred stock with designations, rights and preferences determined from time to time by our board of directors, having a par value of \$0.0001 per share. No shares of preferred stock have been designated, issued or are outstanding. Accordingly, our board of directors is empowered, without stockholder approval, to issue up to 10,000,000 shares of preferred stock with voting, liquidation, conversion, or other rights that could adversely affect the rights of the holders of the common stock.

### *Common Stock*

We were incorporated under the laws of the State of Nevada on June 14, 2013. Our certificate of incorporation authorizes the issuance of 100,000,000 shares of common stock, having a par value of \$0.0001 per share. We issued 5,000,000 shares of our common stock to our President and Founder at inception in exchange for organizational services totaling \$500, which were incurred upon incorporation. Prior to the acquisition of Domain Media, LLC, we had 5,000,000 shares of common stock issued and outstanding that are owned by Mr. Kern.

Following our formation, on July 10, 2013, we issued 20,000,000 shares of our common stock to the Company’s president for the acquisition of Domain Media, LLC, constituting 80% of the outstanding shares after giving effect to their issuance (See Note 1). Immediately following the closing, 25,000,000 shares were issued and outstanding. The transaction was accounted for as a reverse acquisition in which DMLLC is deemed to be the accounting acquirer, and the prior operations of DMLLC are consolidated for accounting purposes.

On July 7, 2014, we issued 150,000 forfeitable common shares to a third party consultant for his appointment and services on our advisory board that he will render to the Company over a one-year period. These shares vest over one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting. The total amount recorded in general and administrative expense for the twelve months ending June 30, 2016 and June 30, 2015 was \$0 and \$15,000, respectively, which was based on a total of 112,500 shares earned at a fair value of the stock of \$0.10.

On December 3, 2014, we entered into a consulting agreement for investor relations services for an eighteen-month term. Pursuant to this agreement, we agreed to issue a total of 1,602,830 shares of common stock to be paid in three equal monthly installments consisting of one-third on each of December 3, 2014, January 3, 2015 and February 3, 2015. These shares vest over an eighteen-month period and were valued at a fair value consistent with the value of the stock over the period of vesting. On March 5, 2015, we terminated this agreement and, upon mutual agreement, the consultant agreed to forfeit and return all of the shares to the Company. The total amount recorded in general and administrative expense for the year ending June 30, 2015 was \$19,242 that was based on a total value of the shares that would have been earned through the termination date of the agreement at a fair value of the stock of \$0.10.

On March 1, 2015, we issued 150,000 forfeitable common shares to Mr. Jonathan Bonghi for his services on our board of directors that he will render to the Company over a one-year period, retroactively renewed from his previous term starting January 24, 2015. These shares vest over one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting. The total amount recorded in general and administrative expense for the twelve months ending June 30, 2016 and June 30, 2015 was \$7,500 and \$7,500, respectively, which was based on a total of 150,000 shares earned at a fair value of the stock of \$0.10.

On March 6, 2015, we issued 80,000 forfeitable common shares to a third party consultant for his appointment and services on our advisory board that he will render to the Company over a one-year period. These shares vest over the one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting. The total amount recorded in general and administrative expense for the twelve months ending June 30, 2016 and June 30, 2015 was \$5,333 and \$2,667, respectively, which was based on a total of 80,000 shares earned at a fair value of the stock of \$0.10.

On April 10, 2015, we entered into a consulting agreement for investor relations services for an eighteen-month term. Pursuant to this agreement, we issued 150,000 forfeitable common shares. These shares vest over one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting. The total amount recorded in general and administrative expense for the twelve months ending June 30, 2016 and June 30, 2015 was \$11,250 and \$3,750, respectively, which was based on a total of 150,000 shares earned at a fair value of the stock of \$0.10.

On June 1, 2015, we issued 80,000 forfeitable common shares to a third party consultant for his appointment and services on our advisory board that he will render to the Company over a one-year period. These shares vest over one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting. The total amount recorded in general and administrative expense for the twelve months ending June 30, 2016 and June 30, 2015 was \$7,333 and \$667, respectively, which was based on a total of 80,000 shares earned at a fair value of the stock of \$0.10.

On July 7, 2015, the Company voted in favor of and reelected Mr. Allan Sabo to the Company's Board of Directors for a period of one year, and granted him 150,000 common shares that vest over the one-year term. These shares vest over one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting. The total amount recorded in general and administrative expense for the twelve months ending June 30, 2016 and June 30, 2015 was \$0 and \$0, respectively, which was based on a total of 150,000 shares earned at a fair value of the stock of \$0.10.

On August 3, 2015, we sold 30,000 shares of our common stock to an accredited investor in a non-brokered private placement, at a purchase price of \$0.10 per share for gross proceeds of \$3,000.

On August 3, 2015, we sold 15,000 shares of our common stock to an accredited investor in a non-brokered private placement, at a purchase price of \$0.10 per share for gross proceeds of \$1,500.

On August 25, 2015, we sold 500 shares of our common stock to an accredited investor in a non-brokered private placement, at a purchase price of \$0.10 per share for gross proceeds of \$500.

On December 30, 2015, the Company issued a discounted convertible note to a private investor in the principal amount of \$62,500, with a term of one year, an original issue discount and proceeds to the company of \$50,000 (the “OID Note”). Pursuant to the terms of the OID Note, the Company issued 50,000 restricted common shares of the Company, at a fair value of the stock of \$0.10 per share.

On February 20, 2016, we issued 80,000 forfeitable common shares to a third party consultant for his appointment and services on our advisory board that he will render to the Company over a one-year period. These shares vest over one-year period and were valued at a fair value consistent with the value of the stock over the period of vesting. The total amount recorded in general and administrative expense for the five month ending June 30, 2016 was \$3,333, which was based on a total of 33,333 shares earned at a fair value of the stock of \$0.10.

On January 26, 2016, the Company appointed Mr. Kurt Ohlson to its Board of Directors and also appointed him as Executive Vice President. 150,000 common shares were granted and vest over a period of one year for his role as a board member. Pursuant to an amended compensation agreement, Mr. Ohlson was issued 50,000 shares on March 22, 2016 for services rendered. Mr. Ohlson subsequently tendered his resignation as a Board Member and as the Company’s Vice President, on May 13, 2016, with no further compensation due or owing to him. For the three months ended March 31, 2016, we recognized a \$417 expense relating to 4,167 common shares that had vested.

On June 20, 2016, we entered into a consulting agreement with Eventus Consulting, P.C for accounting services and financial consulting, compliance and reporting services for a one year term. Pursuant to this agreement, we agreed to issue 200,000 restricted shares of common stock, which were earned as of the date of the Agreement. As of the date of this filing, these shares have not been issued.

#### **NOTE 7 –INTANGIBLE ASSETS**

Intangible assets consist primarily of domain names. A rollforward of capitalized intangible assets for the year ended June 30, 2016 is as follows:

|                                | <b>June 30, 2016</b> |
|--------------------------------|----------------------|
| Balance at June 30, 2015       | \$ 203,039           |
| Intangible write-off           | (7,397)              |
| Purchases of domain names, net | (828)                |
| Balance at June 30, 2016       | <u>\$ 196,470</u>    |

The purchases of domain names are recorded at cost and are considered to result in indefinite-lived intangible assets that are subsequently reviewed for impairment, while the costs of renewals are capitalized as deferred expenses and amortized over the period of the renewal that, in most cases, is one year.

#### **NOTE 8 – RELATED PARTY TRANSACTIONS**

As of June 30, 2016 and June 30, 2015, we had balances due to related parties as follows:

|                              | <b>June 30, 2016</b> | <b>June 30, 2015</b> |
|------------------------------|----------------------|----------------------|
| Note payable – related party | \$ 302,724           | \$ 309,143           |
| Debt discount                |                      | (32,760)             |
|                              | <u>\$ 302,724</u>    | <u>\$ 276,383</u>    |

Upon inception of Domain Media Corp. on June 14, 2013, we issued 5,000,000 shares of our common stock to our President and Founder, Mr. Chris Kern, at inception in exchange for organizational services totaling \$500, which were

incurred upon incorporation. In addition, Mr. Kern was issued 20,000,000 shares for the acquisition of Domain Media, LLC (See Note 1).

## **NOTE 9 – COMMITMENTS AND CONTINGENCIES**

### *Litigation*

The Company can, from time-to-time, be a party to certain legal proceedings that arise in the normal course of its business. The Company experienced no losses from litigation during the years ended June 30, 2016 and 2015. As of June 30, 2016, the Company was not a party to any pending material legal proceedings.

### *Employment Agreement*

The Company entered into an agreement with its Chief Executive Officer, which expires upon termination of his employment. The employment agreement requires annual base salary payments of approximately \$150,000 per year. Such salary shall not commence or be in effect until the Company meets various financing, revenue or change of control events. In addition, the executive is entitled to bonuses of 50% of his base salary based on various factors, as determined by the board of directors. Pursuant to the agreement, if the executive is terminated without cause, he is entitled to receive severance equal to annual base salary for a period of twelve to eighteen months.

### *Indemnities and Guarantees*

The Company has made certain indemnities and guarantees, under which it may be required to make payments to a guaranteed or indemnified party, in relation to certain actions or transactions. The guarantees and indemnities do not provide for any limitation of the maximum potential future payments the Company could be obligated to make. Historically, the Company has not been obligated nor incurred any payments for these obligations and, therefore, no liabilities have been recorded for these indemnities and guarantees in the accompanying consolidated balance sheets.

The Company indemnifies its directors, officers, employees and agents, as permitted under the laws of the States of Arizona and Nevada.

### *Lease*

As of June 30, 2014, the Company leased office space in Chandler, Arizona from the Company's President at no cost (\$0). The lease term is for a period of 3 years starting as of May 28, 2014 and having an expiration date of May 28, 2017. In addition, the Company signed a six year lease to establish a virtual presence from May 1, 2016 to November 1, 2016 for a semi-annual cost of approximately \$200, plus any additional fees that may be incurred for administrative services, located at 4960 S. Gilbert Road, Suite 1-477, Chandler, AZ 85249. As of the date of this filing, this lease has not been renewed, although the Company is currently negotiating the terms of such renewal for an additional six to twelve month term.

### *Other*

As of June 30, 2016, the Company is not aware of any other commitments or contingent liabilities that should be reflected in the accompanying financial statements.